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VENOM

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1984-1992

AMAZING SPIDER-MAN #258, #300, #315-317, #332-333 & #346-347; WEB OF SPIDER-MAN #1; AVENGERS: DEATHTRAP — THE VAULT; DARKHAWK #13-14; AND MATERIAL FROM AMAZING SPIDER-MAN #388 & ANNUAL #25-26, WEB OF SPIDER-MAN ANNUAL #7-8 AND SPECTACULAR SPIDER-MAN ANNUAL #12

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4 EXCERPT FROM *MARVEL SUPER HEROES SECRET WARS #8,* DECEMBER 1984

7 *AMAZING SPIDER-MAN #258,* NOVEMBER 1984
"THE SINISTER SECRET OF SPIDER-MAN'S NEW COSTUME!"

31 EXCERPT FROM *AMAZING SPIDER-MAN #260,* JANUARY 1985

32 EXCERPT FROM *FANTASTIC FOUR #274,* JANUARY 1985

34 EXCERPT FROM *AMAZING SPIDER-MAN #261,* FEBRUARY 1985

35 EXCERPTS FROM *PETER PARKER, THE SPECTACULAR SPIDER-MAN #98-100,* JANUARY-MARCH 1985

41 *WEB OF SPIDER-MAN #1,* APRIL 1985
"'TIL DEATH DO US PART!"

64 EXCERPT FROM *WEB OF SPIDER-MAN #18,* SEPTEMBER 1986

65 EXCERPT FROM *WEB OF SPIDER-MAN #24,* MARCH 1987

67 EXCERPTS FROM *AMAZING SPIDER-MAN #298-299,* MARCH-APRIL 1988

70 *AMAZING SPIDER-MAN #300,* MAY 1988
"VENOM"

111 *AMAZING SPIDER-MAN #315,* MAY 1989
"A MATTER OF LIFE AND DEBT!"

134 *AMAZING SPIDER-MAN #316,* JUNE 1989
"DEAD MEAT"

157 *AMAZING SPIDER-MAN #317,* JULY 1989
"THE SAND AND THE FURY!"

180 *AVENGERS: DEATH TRAP, THE VAULT GN,* 1991

246 EXCERPT FROM *QUASAR #6,* JANUARY 1990

249 EXCERPTS FROM *AMAZING SPIDER-MAN #330-331,* MARCH-APRIL 1990

253 *AMAZING SPIDER-MAN #332,* MAY 1990
"SUNDAY IN THE PARK WITH VENOM!"

277 *AMAZING SPIDER-MAN #333,* JUNE 1990
"STALKING FEAT!"

300 EXCERPTS FROM *AMAZING SPIDER-MAN #344-345,* FEBRUARY-MARCH 1991

304 *AMAZING SPIDER-MAN #346,* APRIL 1991
"ELLIPTICAL PURSUIT!"

327 *AMAZING SPIDER-MAN #347,* MAY 1991
"THE BONEYARD HOP!"

350 *AMAZING SPIDER-MAN ANNUAL #25,* 1991
"THE TRUCKSTOP OF DOOM!"

361 *WEB OF SPIDER-MAN ANNUAL #7,* 1991
"THE ORIGIN OF VENOM"

364 *DARKHAWK #13,* MARCH 1992
"HEART OF THE HAWK, PART IV: JOURNEY"

387 *DARKHAWK #14,* APRIL 1992
"HEART OF THE HAWK, PART V: THE ANTIDOTE FOR CIVILIZATION"

410 *AMAZING SPIDER-MAN ANNUAL #26,* 1992
"FIRST KILL! PART ONE"

419 *SPECTACULAR SPIDER-MAN ANNUAL #12,* 1992
"FIRST KILL! PART TWO"

427 *WEB OF SPIDER-MAN ANNUAL #8,* 1992
"FIRST KILL! PART 3"

435 *AMAZING SPIDER-MAN #388,* APRIL 1994
"THE LOST DAYS"

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SPIDER-MAN WAS ONE OF MANY HEROES SWEPT AWAY BY THE BEYONDER TO FIGHT ON THE ALIEN BATTLEWORLD. HE RETURNED HOME WITH AN AMAZING NEW COSTUME — A FLUID BLACK SUBSTANCE THAT COULD CHANGE ITS SHAPE AND GENERATE ITS OWN WEB-FLUID, AND THAT RESPONDED TO SPIDER-MAN'S THOUGHTS. BUT THE COSTUME WOULD SOON PROVE TO BE MUCH MORE THAN IT SEEMED...

SPIDER-MAN OBTAINED THE COSTUME IN THIS EXCERPT FROM *MARVEL SUPER HEROES SECRET WARS #8*.

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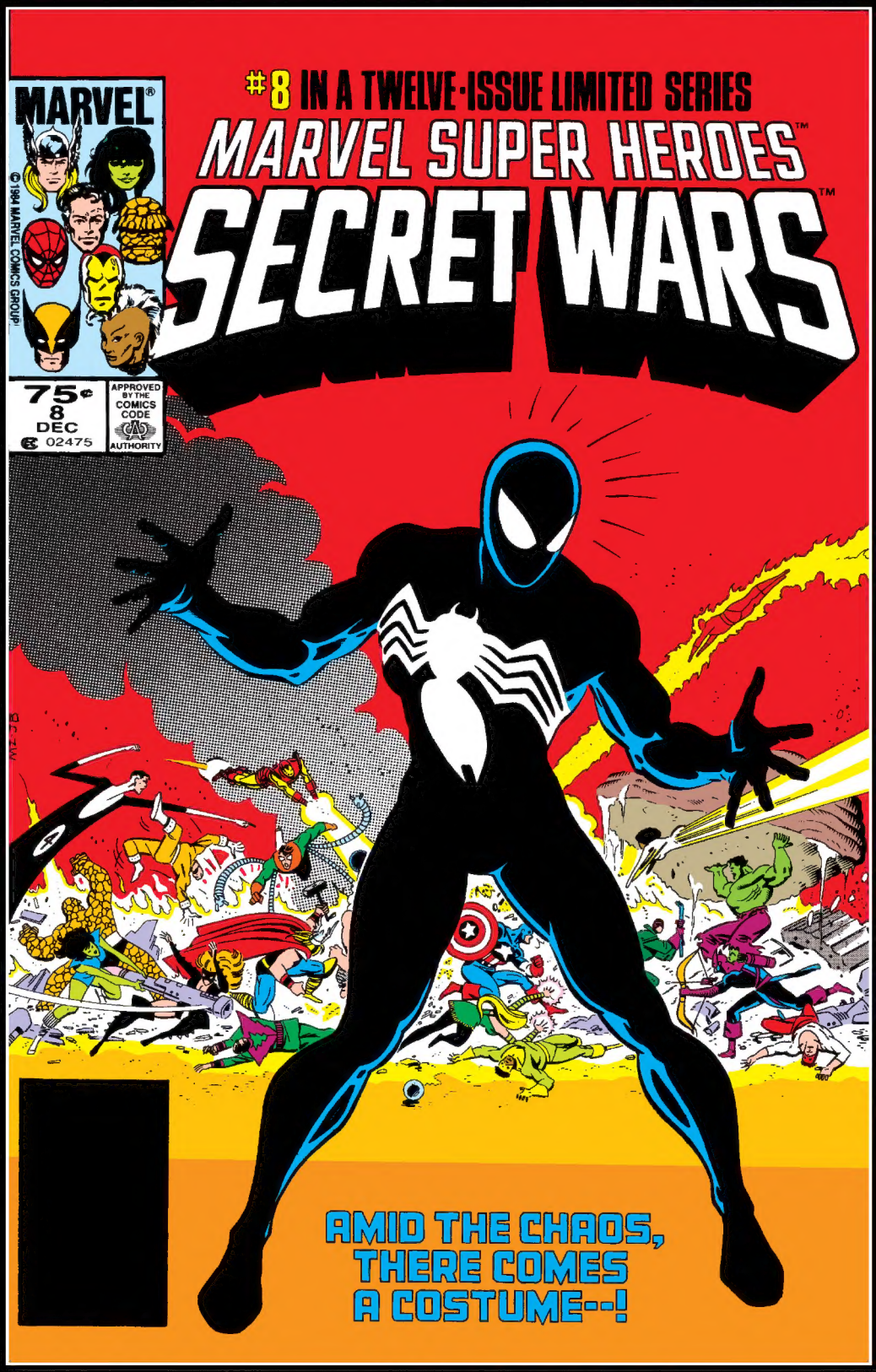
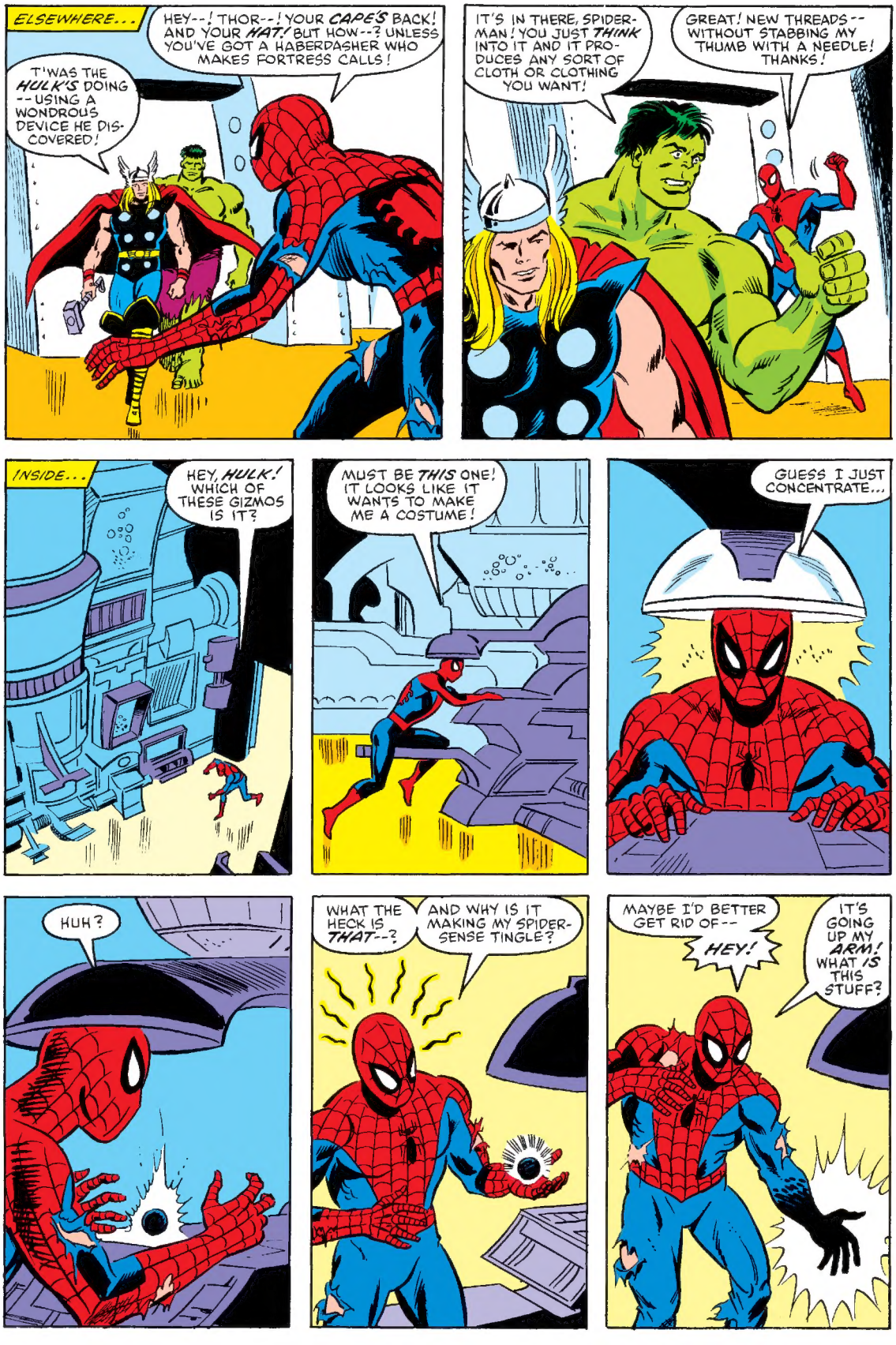
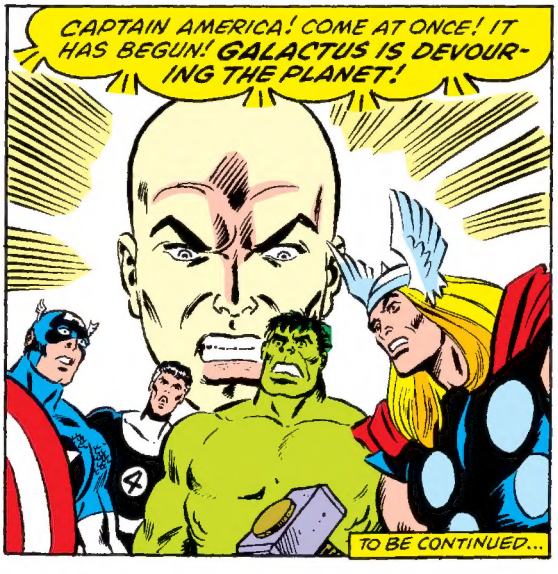



ELSEWHERE...
HEY--! THOR--! YOUR CAPE'S BACK! AND YOUR HAT! BUT HOW--? UNLESS YOU'VE GOT A HABERDASHER WHO MAKES FORTRESS CALLS!
T'WAS THE HULK'S DOING --USING A WONDROUS DEVICE HE DISCOVERED!
IT'S IN THERE, SPIDER-MAN! YOU JUST THINK INTO IT AND IT PRODUCES ANY SORT OF CLOTH OR CLOTHING YOU WANT!
GREAT! NEW THREADS-- WITHOUT STABBING MY THUMB WITH A NEEDLE! THANKS!
INSIDE...
HEY, HULK! WHICH OF THESE GIZMOS IS IT?
MUST BE THIS ONE! IT LOOKS LIKE IT WANTS TO MAKE ME A COSTUME!
GUESS I JUST CONCENTRATE...
HUH?
WHAT THE HECK IS THAT--?
AND WHY IS IT MAKING MY SPIDER-SENSE TINGLE?
MAYBE I'D BETTER GET RID OF--
HEY!
IT'S GOING UP MY ARM! WHAT IS THIS STUFF?

WELL, I'LL BE AN EIGHT-BALL'S UNCLE!
THAT GLOB JUST-- JUST SPREAD OUT AND BECAME A COSTUME --AND DISSOLVED AWAY THE TATTERS OF MY OLD ONE IN THE PROCESS!
NOT *BAD!* DIFFERENT... BUT NOT BAD!
I WONDER WHY IT DIDN'T COME OUT LIKE MY *OLD* ONE? THAT'S WHAT I WAS THINKING OF?

OH, WELL... MAYBE I WAS SUBCONSCIOUSLY INFLUENCED BY THAT NEW SPIDER-WOMAN'S SUIT! HOPE SHE DOESN'T MIND!
WHOA! WHAT WAS *THAT?* A PLANETQUAKE?


CAPTAIN AMERICA! COME AT ONCE! IT HAS BEGUN! GALACTUS IS DEVOURING THE PLANET!
TO BE CONTINUED...

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APPROVED BY THE COMICS CODE AUTHORITY
the AMAZING SPIDER-MAN

STAN LEE PROUDLY PRESENTS A STUNNING NEW CHAPTER IN THE LIFE OF...
SPIDER-MAN
"THE SINISTER SECRET OF SPIDER-MAN'S NEW COSTUME!"
ALL IN ALL, IT'S BEEN A ROTTEN WEEK FOR PETER PARKER. IN HIS COSTUMED IDENTITY AS THE AMAZING SPIDER-MAN, HE HAS ALREADY FACED DEATH AT THE HANDS OF SILVERMANE* AND THE MAN-BEAST KNOWN AS PUMA**...
TOM DEFALCO -- WRITER
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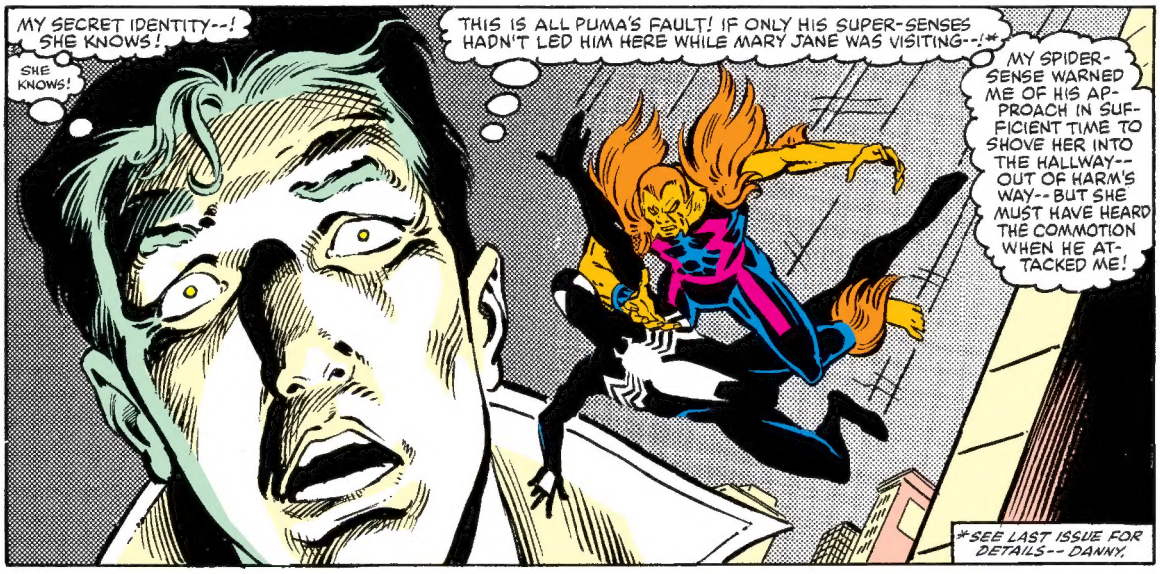
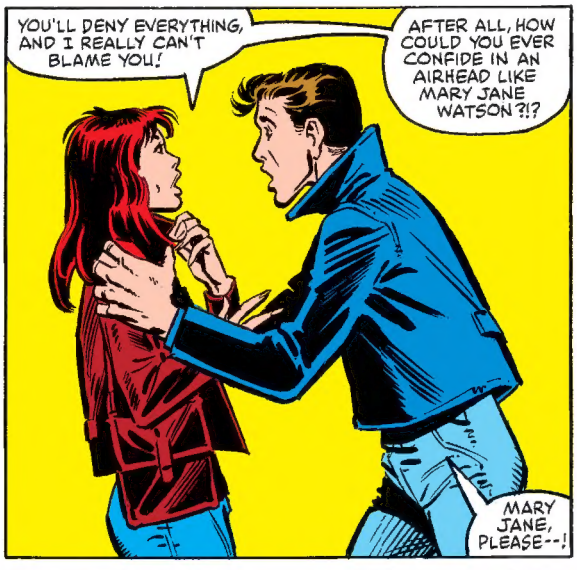
JOSEF RUBINSTEIN --INKER
JOE ROSEN --LETTERER
BOB SHAREN -- COLORIST
DANNY FINGEROTH --EDITOR
JIM SHOOTER --EDITOR-IN-CHIEF
AND NOW, AS HE RETURNS TO HIS CHELSEA APARTMENT, HE IS GREETED BY MARY JANE WATSON, ONE OF HIS OLDEST, DEAREST FRIENDS, WHO STAGGERS HIM WITH A MOST STARTLING REVELATION...
I KNOW YOUR SECRET, PETER! I'VE KNOWN IT FOR YEARS!
YOU ARE SPIDER-MAN!
*SPECTACULAR SPIDER-MAN #94 & #95.
**AMAZING SPIDER-MAN #256 & 257--DANNY.

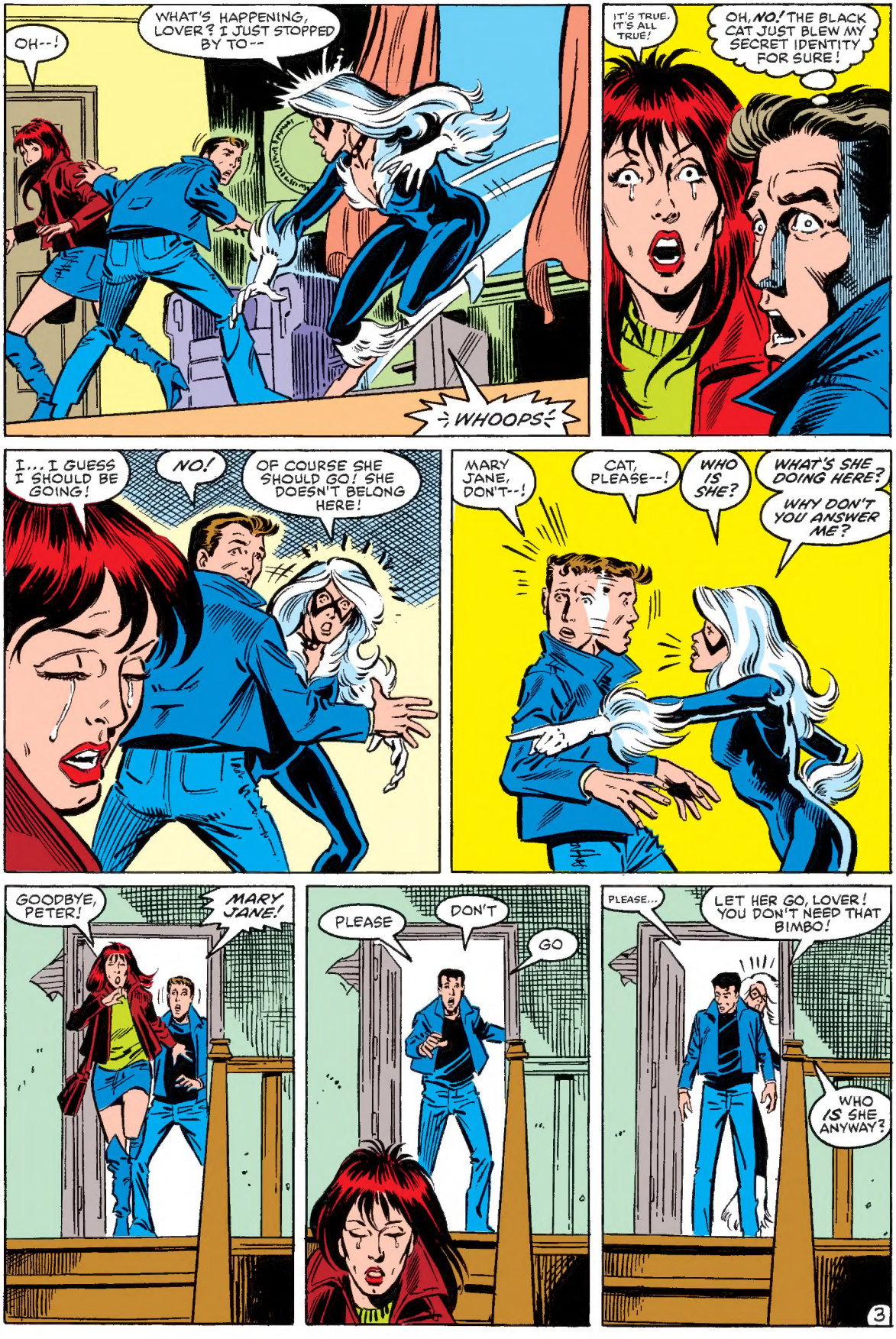

MY SECRET IDENTITY--! SHE KNOWS!
SHE KNOWS!
THIS IS ALL PUMA'S FAULT! IF ONLY HIS SUPER-SENSES HADN'T LED HIM HERE WHILE MARY JANE WAS VISITING--!*
MY SPIDER-SENSE WARNED ME OF HIS APPROACH IN SUFFICIENT TIME TO SHOVE HER INTO THE HALLWAY--OUT OF HARM'S WAY--BUT SHE MUST HAVE HEARD THE COMMOTION WHEN HE ATTACKED ME!
*SEE LAST ISSUE FOR DETAILS-- DANNY.

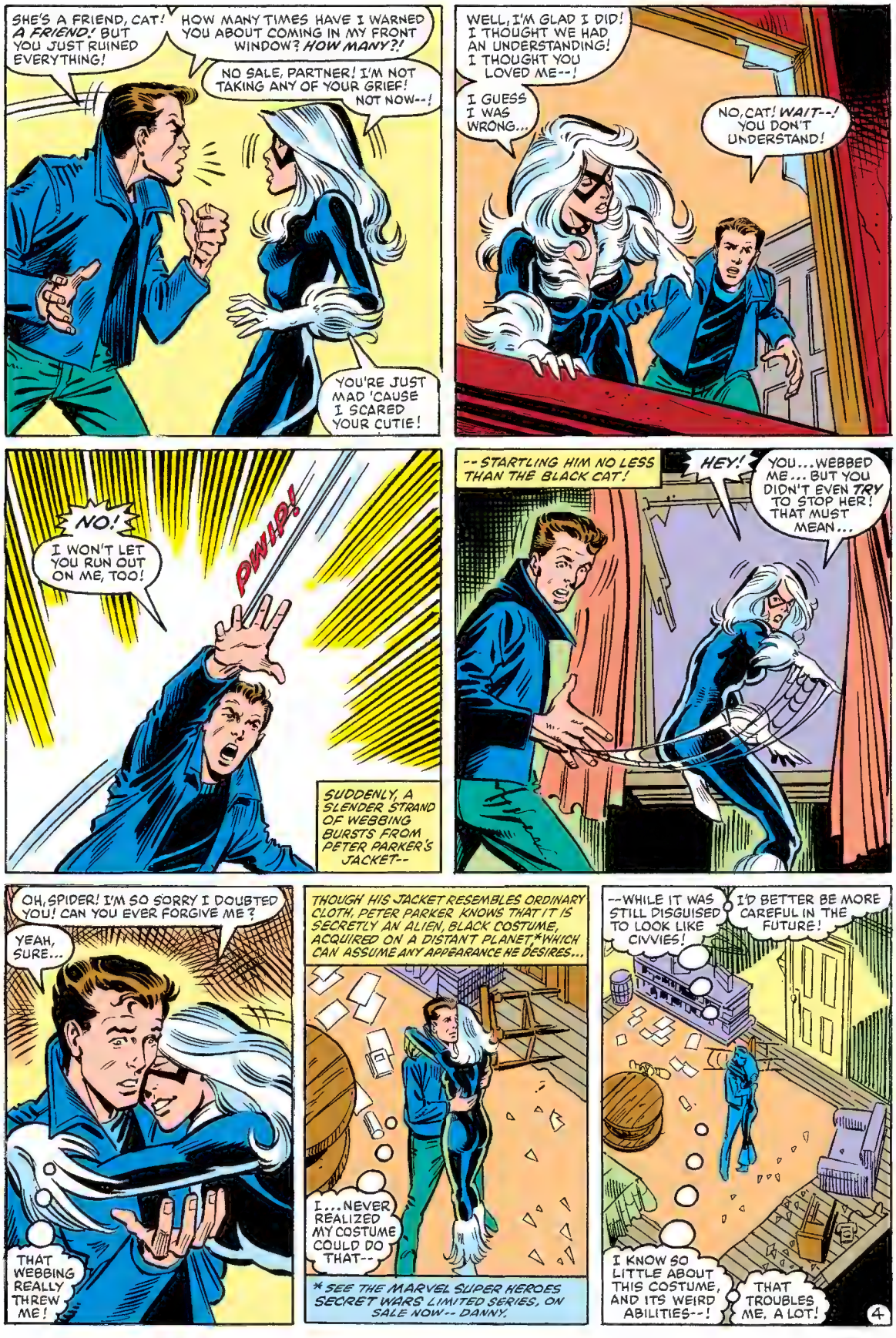
MARY JANE! WAIT--!
WE HAVE TO TALK!
WHAT'S THE USE, PETER?
YOU'RE ONLY GOING TO LIE TO ME!


YOU'LL DENY EVERYTHING, AND I REALLY CAN'T BLAME YOU!
AFTER ALL, HOW COULD YOU EVER CONFIDE IN AN AIRHEAD LIKE MARY JANE WATSON?!?
MARY JANE, PLEASE--!

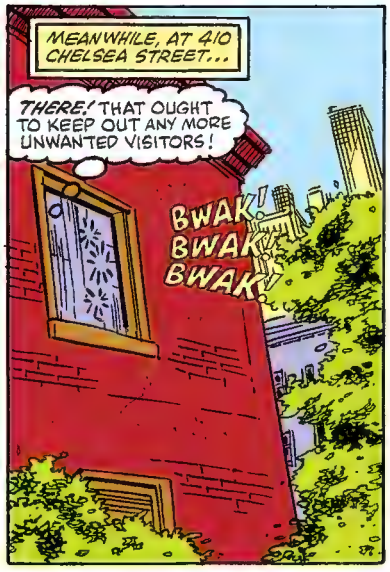
I CARE ABOUT YOU, PETER! I REALLY DO! BUT YOU COME WITH SO MUCH BAGGAGE! YOU CAN'T IMAGINE HOW HARD IT IS TO ACCEPT THE FACT THAT ONE OF MY CLOSEST FRIENDS IS CONSTANTLY OUT RISKING HIS LIFE!
THAT'S WHY I ORIGINALLY LEFT NEW YORK!
I JUST COULDN'T TAKE IT ANYMORE!
2

I HAD TO GET AWAY FROM YOU... AND SPIDER-MAN!
UH-OH! AS IF I DIDN'T HAVE ENOUGH TO WORRY ABOUT, I SENSE SOMEONE OUTSIDE MY WINDOW--!
HAS PUMA RETURNED TO STRIKE AGAIN?!

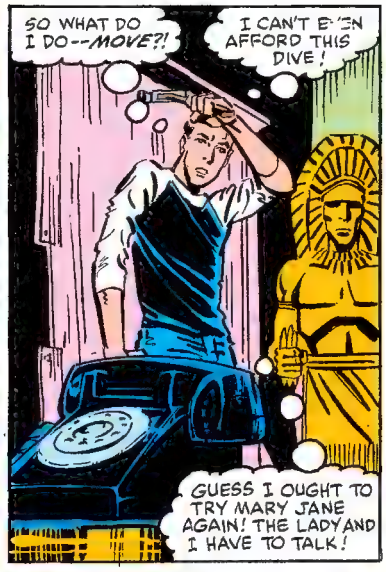

OH--!
WHAT'S HAPPENING, LOVER? I JUST STOPPED BY TO--
WHOOPS!
IT'S TRUE, IT'S ALL TRUE!
OH, NO! THE BLACK CAT JUST BLEW MY SECRET IDENTITY FOR SURE!
I... I GUESS I SHOULD BE GOING!
NO!
OF COURSE SHE SHOULD GO! SHE DOESN'T BELONG HERE!
MARY JANE, DON'T--!
CAT, PLEASE--!
WHO IS SHE?
WHAT'S SHE DOING HERE?
WHY DON'T YOU ANSWER ME?
GOODBYE, PETER!
MARY JANE!
PLEASE
DON'T
GO
PLEASE...
LET HER GO, LOVER! YOU DON'T NEED THAT BIMBO!
WHO IS SHE ANYWAY?
3

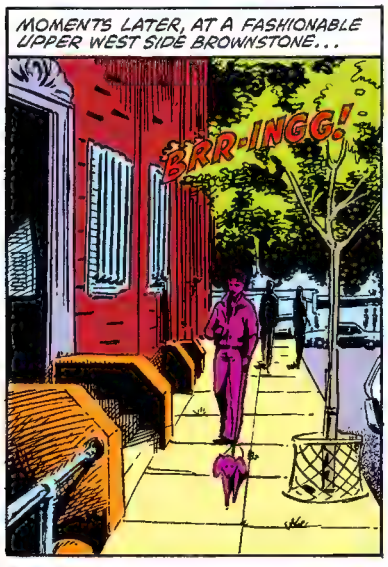

SHE'S A FRIEND, CAT! A FRIEND! BUT YOU JUST RUINED EVERYTHING!
HOW MANY TIMES HAVE I WARNED YOU ABOUT COMING IN MY FRONT WINDOW? HOW MANY?!
NO SALE, PARTNER! I'M NOT TAKING ANY OF YOUR GRIEF! NOT NOW--!
YOU'RE JUST MAD 'CAUSE I SCARED YOUR CUTIE!
WELL, I'M GLAD I DID! I THOUGHT WE HAD AN UNDERSTANDING! I THOUGHT YOU LOVED ME--!
I GUESS I WAS WRONG...
NO, CAT! WAIT--! YOU DON'T UNDERSTAND!
NO!
I WON'T LET YOU RUN OUT ON ME, TOO!
PWIP!
SUDDENLY, A SLENDER STRAND OF WEBBING BURSTS FROM PETER PARKER'S JACKET--
--STARTLING HIM NO LESS THAN THE BLACK CAT!
HEY!
YOU...WEBBED ME... BUT YOU DIDN'T EVEN TRY TO STOP HER! THAT MUST MEAN...
OH, SPIDER! I'M SO SORRY I DOUBTED YOU! CAN YOU EVER FORGIVE ME?
YEAH, SURE...
THAT WEBBING REALLY THREW ME!
THOUGH HIS JACKET RESEMBLES ORDINARY CLOTH, PETER PARKER KNOWS THAT IT IS SECRETLY AN ALIEN, BLACK COSTUME, ACQUIRED ON A DISTANT PLANET,* WHICH CAN ASSUME ANY APPEARANCE HE DESIRES...
I...NEVER REALIZED MY COSTUME COULD DO THAT--
* SEE THE MARVEL SUPER HEROES SECRET WARS LIMITED SERIES, ON SALE NOW-- DANNY.
--WHILE IT WAS STILL DISGUISED TO LOOK LIKE CIVVIES!
I'D BETTER BE MORE CAREFUL IN THE FUTURE!
I KNOW SO LITTLE ABOUT THIS COSTUME, AND ITS WEIRD ABILITIES--!
THAT TROUBLES ME, A LOT!
4

HEARTSDALE, NEW MEXICO...
FIREHEART ENTERPRISES
WILL THAT BE ALL, MR. FIREHEART?
YES, WILLIS. PICK ME UP AT THE USUAL TIME.
THOMAS, YOU'RE BACK--! HOW WAS YOUR TRIP TO NEW YORK?
INTERESTING, BUT NOT QUITE AS SUCCESSFUL AS I'D HOPED. WHAT'S NEW HERE?
HHM! LET'S SEE...
THE GOVERNOR CALLED. HE'D LIKE AN APPOINTMENT THIS THURSDAY.
FINE!
ER... JENNA, BEFORE WE GET BOGGED DOWN WITH BUSINESS, I HAVE A JOB FOR YOU...
ASSEMBLE A DOSSIER ON THE NEW YORK VIGILANTE WHO GOES BY THE NAME OF SPIDER-MAN!
GET EVERYTHING YOU CAN ON HIM! I AM ESPECIALLY INTERESTED IN ANY FILMS WHICH SHOW HIM IN ACTION.
I UNDERSTAND, THOMAS.
I KNEW YOU WOULD.
I KNOW JENNA DOESN'T APPROVE OF MY ACTIVITIES AS PUMA, BUT THAT CAN'T BE HELPED. MY FIRST ENCOUNTER WITH SPIDER-MAN ENDED IN A STALEMATE. I INTEND TO BE BETTER PREPARED FOR OUR NEXT MEETING.
OUR NEXT AND FINAL MEETING!
5


MEANWHILE, AT 410 CHELSEA STREET...
THERE! THAT OUGHT TO KEEP OUT ANY MORE UNWANTED VISITORS!
BWAK! BWAK! BWAK!

PUMA REALLY DID A JOB ON THIS WINDOW!*
BWAK! BWAK!
WHICH BRINGS UP ANOTHER PROBLEM! THE GUY MAY NOT REALIZE THAT PETER PARKER IS SPIDER-MAN, BUT HE DOES KNOW WHERE I LIVE!
* SEE LAST ISSUE-- DANNY.

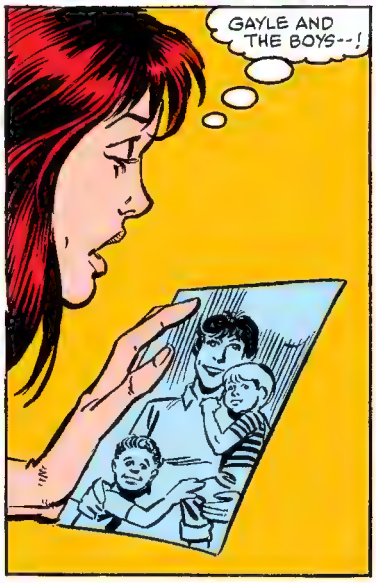

SO WHAT DO I DO--MOVE?!
I CAN'T EVEN AFFORD THIS DIVE!
GUESS I OUGHT TO TRY MARY JANE AGAIN! THE LADY AND I HAVE TO TALK!


MOMENTS LATER, AT A FASHIONABLE UPPER WEST SIDE BROWNSTONE...
BRR-INGG!

BRR-INGG!

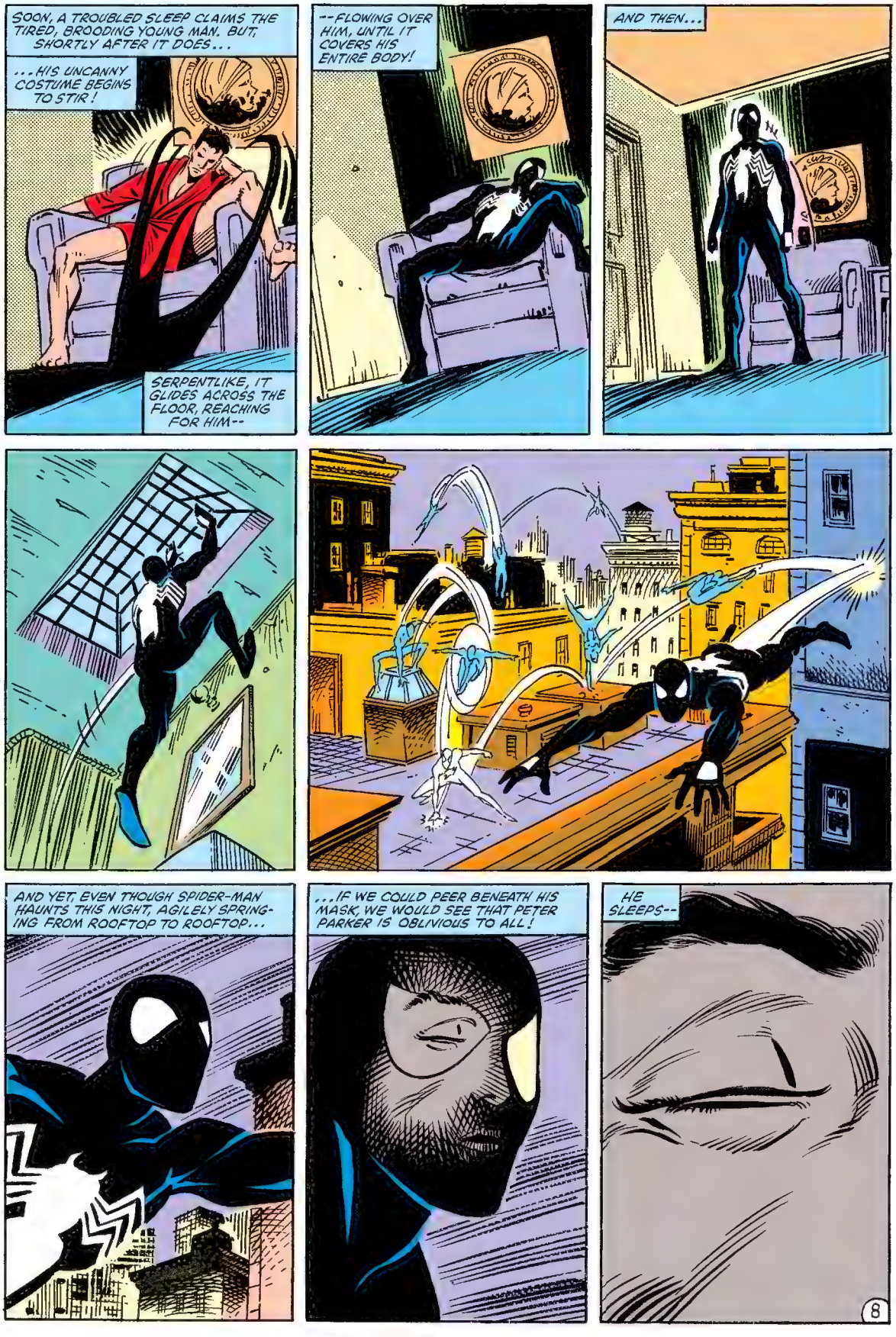
I WISH I COULD SAY GOODBYE TO YOU, PETER--
BRR-INGG!

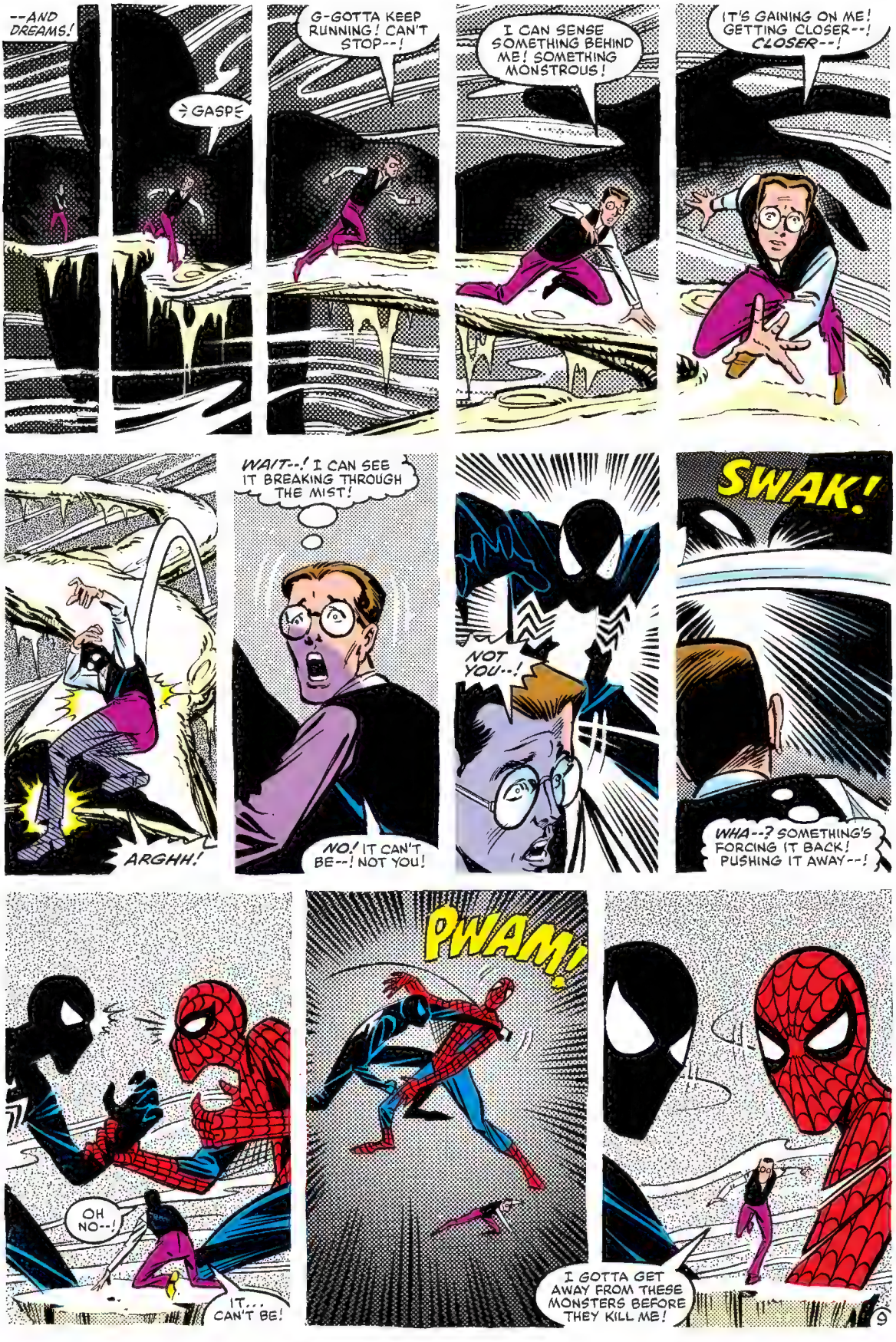
--BUT IT'S BETTER FOR BOTH OF US IF I JUST QUIETLY VANISH OUT OF YOUR LIFE!
OH--!
THAT PHOTO MUST HAVE BEEN TANGLED UP WITHIN THIS BLOUSE!
6

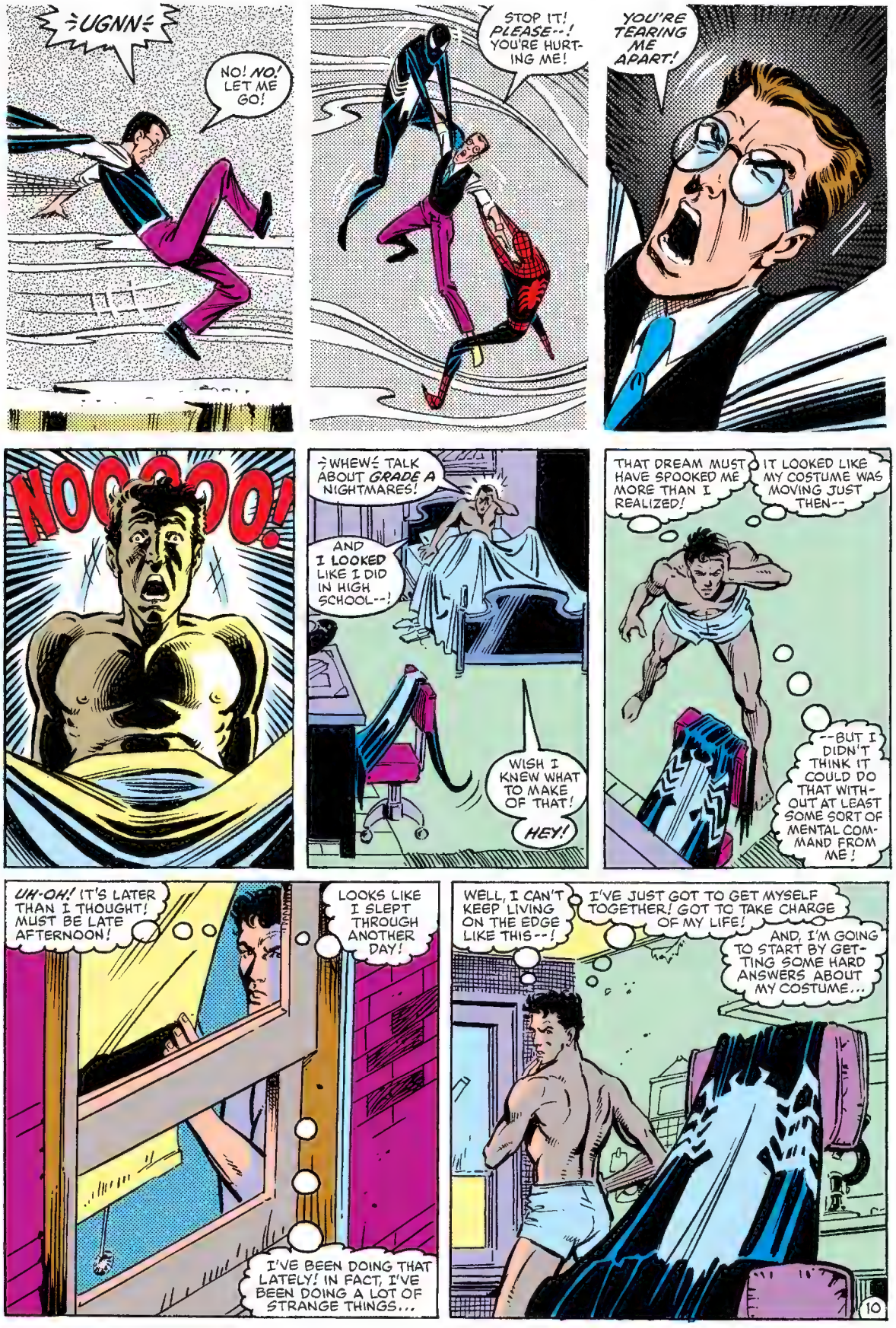

GAYLE AND THE BOYS--!

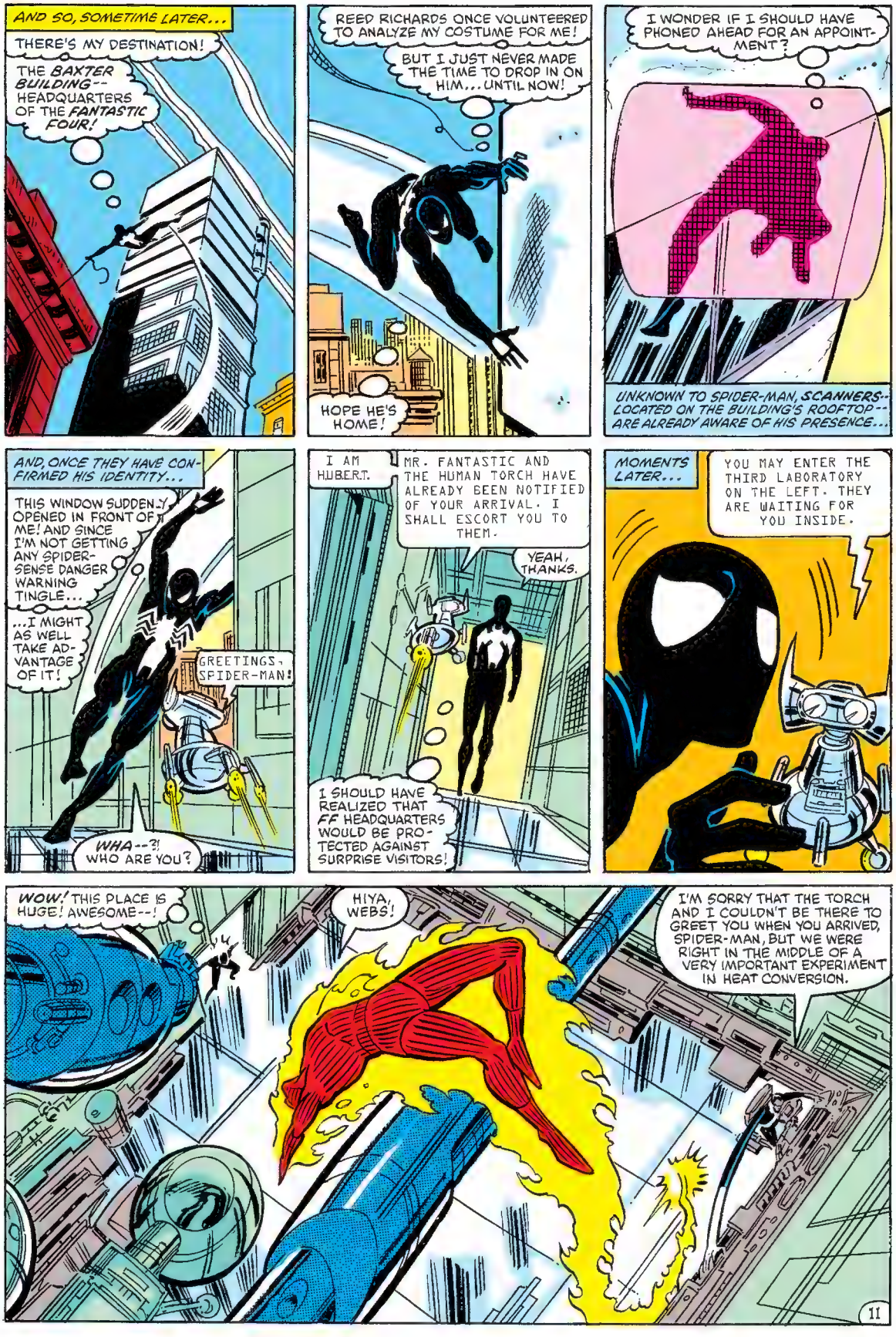
OH, NO! IT'S HAPPENING ALL OVER AGAIN--!
I'M RUNNING OUT ON PETER JUST LIKE I RAN OUT ON MY OWN SISTER!
BRR-INGG!
WHY? WHY CAN'T I EVER STOP RUNNING?!

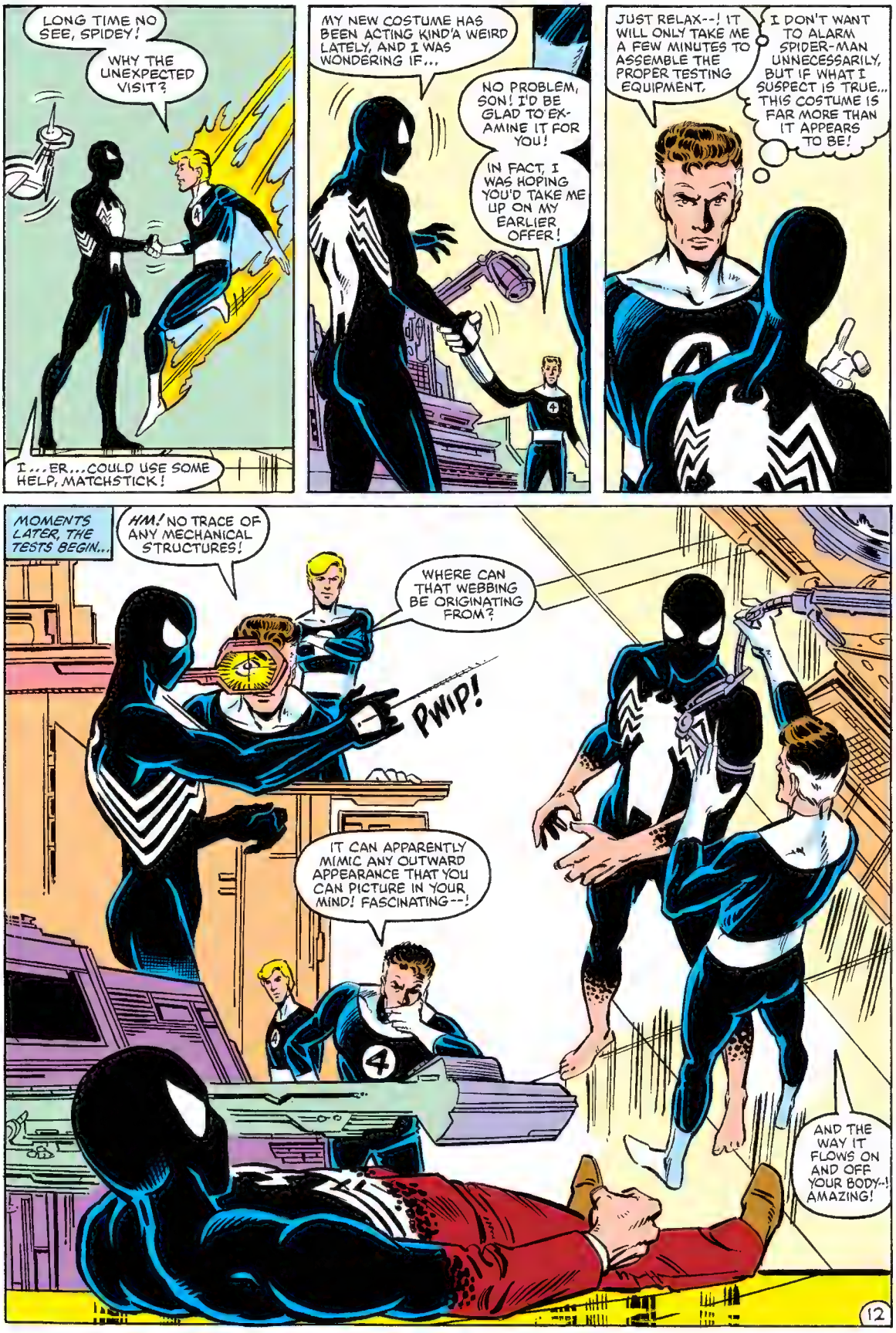
NO ANSWER!
IT'S JUST AS WELL! WHAT WOULD I SAY TO HER ANYWAY?!
"HEY, MJ, IT'S ALL TRUE! I REALLY AM SPIDER-MAN, BUT YOU DON'T KNOW THE HALF OF IT...
"NOT ONLY DO I POSSESS THE PROPORTIONATE STRENGTH, SPEED AND AGILITY OF A SPIDER, I EVEN OWN A WEIRDO COSTUME WHICH RESPONDS TO MY THOUGHTS AND HANGS ITSELF UP AT NIGHT--!"
YEAH, THAT WOULD REALLY WOW HER!
AW, WHAT'S THE USE? EVERYWHERE I LOOK, I SEE MORE AND MORE PROBLEMS...
MY AUNT MAY WON'T SPEAK TO ME BECAUSE I DROPPED OUT OF GRADUATE SCHOOL!
JOE ROBERTSON IS GIVING ME HASSLES AT WORK!
MY RELATIONSHIP WITH THE BLACK CAT SEEMS TO BE GETTING SHAKIER BY THE MOMENT!
AND, THERE'S A HOST OF BADDIES WHO'D JUST LOVE TO ACE ME!
SHEESH! WHY DOES EVERYTHING HAVE TO BE SO COMPLICATED?
IT'S SO DEPRESSING! SOMETIMES I FEEL LIKE I HAVE ABSOLUTELY NO CONTROL OVER MY OWN LIFE!
THAT FRIGHTENS ME...
7


SOON, A TROUBLED SLEEP CLAIMS THE TIRED, BROODING YOUNG MAN. BUT, SHORTLY AFTER IT DOES...
...HIS UNCANNY COSTUME BEGINS TO STIR!
SERPENTLIKE, IT GLIDES ACROSS THE FLOOR, REACHING FOR HIM--
--FLOWING OVER HIM, UNTIL IT COVERS HIS ENTIRE BODY!
AND THEN...
AND YET, EVEN THOUGH SPIDER-MAN HAUNTS THIS NIGHT, AGILELY SPRINGING FROM ROOFTOP TO ROOFTOP...
...IF WE COULD PEER BENEATH HIS MASK, WE WOULD SEE THAT PETER PARKER IS OBLIVIOUS TO ALL!
HE SLEEPS--


--AND DREAMS!
GASP
G-GOTTA KEEP RUNNING! CAN'T STOP--!
I CAN SENSE SOMETHING BEHIND ME! SOMETHING MONSTROUS!
IT'S GAINING ON ME! GETTING CLOSER--! CLOSER--!
ARGHH!
WAIT--! I CAN SEE IT BREAKING THROUGH THE MIST!
NO! IT CAN'T BE--! NOT YOU!
NOT YOU--!
SWAK!
WHA--? SOMETHING'S FORCING IT BACK! PUSHING IT AWAY--!
OH NO--!
IT... CAN'T BE!
PWAM!
I GOTTA GET AWAY FROM THESE MONSTERS BEFORE THEY KILL ME!

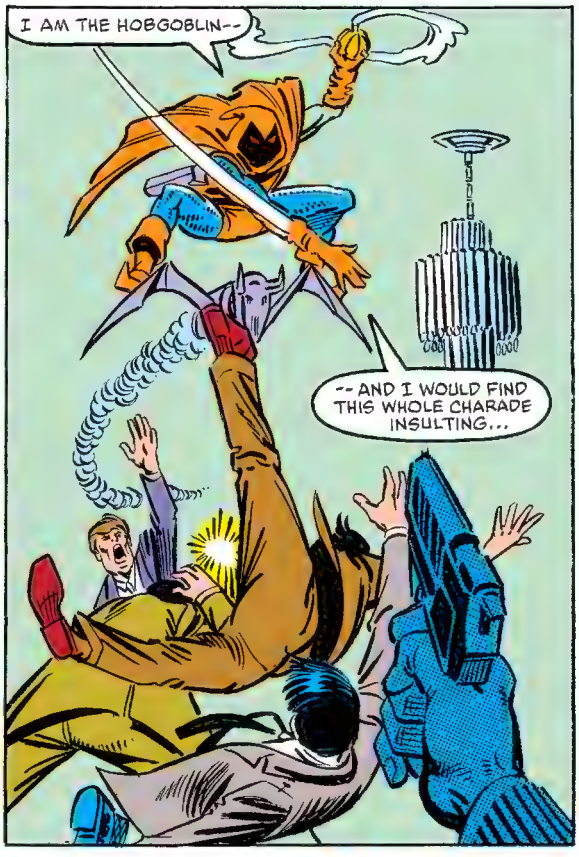

UGNN
NO! NO! LET ME GO!
STOP IT! PLEASE--! YOU'RE HURTING ME!
YOU'RE TEARING ME APART!
NOOOOO!
WHEW! TALK ABOUT GRADE A NIGHTMARES!
AND I LOOKED LIKE I DID IN HIGH SCHOOL--!
WISH I KNEW WHAT TO MAKE OF THAT!
HEY!
THAT DREAM MUST HAVE SPOOKED ME MORE THAN I REALIZED!
IT LOOKED LIKE MY COSTUME WAS MOVING JUST THEN--
--BUT I DIDN'T THINK IT COULD DO THAT WITHOUT AT LEAST SOME SORT OF MENTAL COMMAND FROM ME!
UH-OH! IT'S LATER THAN I THOUGHT! MUST BE LATE AFTERNOON!
LOOKS LIKE I SLEPT THROUGH ANOTHER DAY!
I'VE BEEN DOING THAT LATELY! IN FACT, I'VE BEEN DOING A LOT OF STRANGE THINGS...
WELL, I CAN'T KEEP LIVING ON THE EDGE LIKE THIS--!
I'VE JUST GOT TO GET MYSELF TOGETHER! GOT TO TAKE CHARGE OF MY LIFE!
AND, I'M GOING TO START BY GETTING SOME HARD ANSWERS ABOUT MY COSTUME...


AND SO, SOMETIME LATER...
THERE'S MY DESTINATION!
THE BAXTER BUILDING--HEADQUARTERS OF THE FANTASTIC FOUR!
REED RICHARDS ONCE VOLUNTEERED TO ANALYZE MY COSTUME FOR ME!
BUT I JUST NEVER MADE THE TIME TO DROP IN ON HIM... UNTIL NOW!
HOPE HE'S HOME!
I WONDER IF I SHOULD HAVE PHONED AHEAD FOR AN APPOINTMENT?
UNKNOWN TO SPIDER-MAN, SCANNERS--LOCATED ON THE BUILDING'S ROOFTOP--ARE ALREADY AWARE OF HIS PRESENCE...
AND, ONCE THEY HAVE CONFIRMED HIS IDENTITY...
THIS WINDOW SUDDENLY OPENED IN FRONT OF ME! AND SINCE I'M NOT GETTING ANY SPIDER-SENSE DANGER WARNING TINGLE...
...I MIGHT AS WELL TAKE ADVANTAGE OF IT!
GREETINGS, SPIDER-MAN!
WHA--?! WHO ARE YOU?
I AM H.U.B.E.R.T.
MR. FANTASTIC AND THE HUMAN TORCH HAVE ALREADY BEEN NOTIFIED OF YOUR ARRIVAL. I SHALL ESCORT YOU TO THEM.
YEAH, THANKS.
I SHOULD HAVE REALIZED THAT FF HEADQUARTERS WOULD BE PROTECTED AGAINST SURPRISE VISITORS!
MOMENTS LATER...
YOU MAY ENTER THE THIRD LABORATORY ON THE LEFT. THEY ARE WAITING FOR YOU INSIDE.
WOW! THIS PLACE IS HUGE! AWESOME--!
HIYA, WEBS!
I'M SORRY THAT THE TORCH AND I COULDN'T BE THERE TO GREET YOU WHEN YOU ARRIVED, SPIDER-MAN, BUT WE WERE RIGHT IN THE MIDDLE OF A VERY IMPORTANT EXPERIMENT IN HEAT CONVERSION.

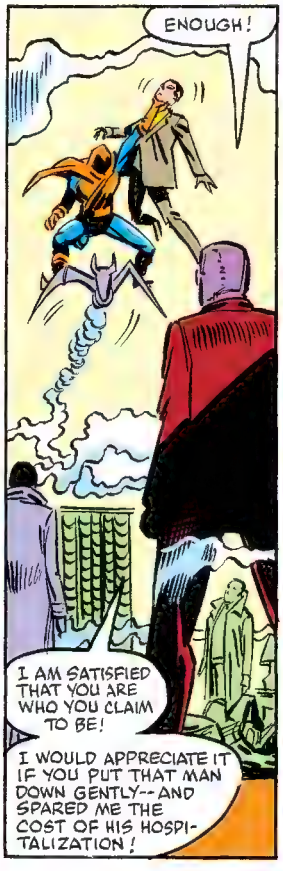

LONG TIME NO SEE, SPIDEY!
WHY THE UNEXPECTED VISIT?
I...ER...COULD USE SOME HELP, MATCHSTICK!
MY NEW COSTUME HAS BEEN ACTING KIND'A WEIRD LATELY, AND I WAS WONDERING IF...
NO PROBLEM, SON! I'D BE GLAD TO EXAMINE IT FOR YOU!
IN FACT, I WAS HOPING YOU'D TAKE ME UP ON MY EARLIER OFFER!
JUST RELAX--! IT WILL ONLY TAKE ME A FEW MINUTES TO ASSEMBLE THE PROPER TESTING EQUIPMENT.
I DON'T WANT TO ALARM SPIDER-MAN UNNECESSARILY, BUT IF WHAT I SUSPECT IS TRUE... THIS COSTUME IS FAR MORE THAN IT APPEARS TO BE!
MOMENTS LATER, THE TESTS BEGIN...
HM! NO TRACE OF ANY MECHANICAL STRUCTURES!
WHERE CAN THAT WEBBING BE ORIGINATING FROM?
PWIP!
IT CAN APPARENTLY MIMIC ANY OUTWARD APPEARANCE THAT YOU CAN PICTURE IN YOUR MIND! FASCINATING--!
AND THE WAY IT FLOWS ON AND OFF YOUR BODY--! AMAZING!
12

MEANWHILE, ACROSS TOWN--
--AT THE PENTHOUSE APARTMENT OF THE CRIMINAL MASTERMIND KNOWN SIMPLY AS...THE ROSE!
MR. JOHNSTON! MR. VARLEY!
I WISH YOU TWO WOULD STOP GAWKING AT OUR GUEST.
IT IS RATHER RUDE.
YOU NEEDN'T STAND ON SUCH CEREMONY, ROSE! I'M QUITE USED TO PEOPLE STARING AT ME!
AFTER ALL, WHO WOULDN'T BE IMPRESSED BY--
--THE HOBGOBLIN!
YES, YOU ARE IMPRESSIVE. I'LL GIVE YOU THAT!
HOWEVER, BEFORE I LISTEN TO WHATEVER PROPOSALS YOU WISH TO MAKE, THERE IS ONE SMALL MATTER WHICH CONCERNS ME!
ACCORDING TO SOME VERY RELIABLE WITNESSES, THE HOBGOBLIN IS DEAD*...
AS YOU CAN SEE FOR YOURSELF, THE RUMORS OF MY DEATH ARE GREATLY EXAGGERATED!
SEE ISSUE 251 -- DANNY.
PERHAPS. AND YET, ANY MAN CAN DON A COSTUME... EVEN ONE AS OUTLANDISH AS YOURS.
I TRUST YOU WILL NOT OBJECT TO A LITTLE TEST.
BZ-ZAT!
13

A TEST? OH, COME NOW, ROSE...
ONLY CHILDREN AND AMATEURS NEED TESTS...SO THAT THEY CAN PROVE THEIR SKILLS!

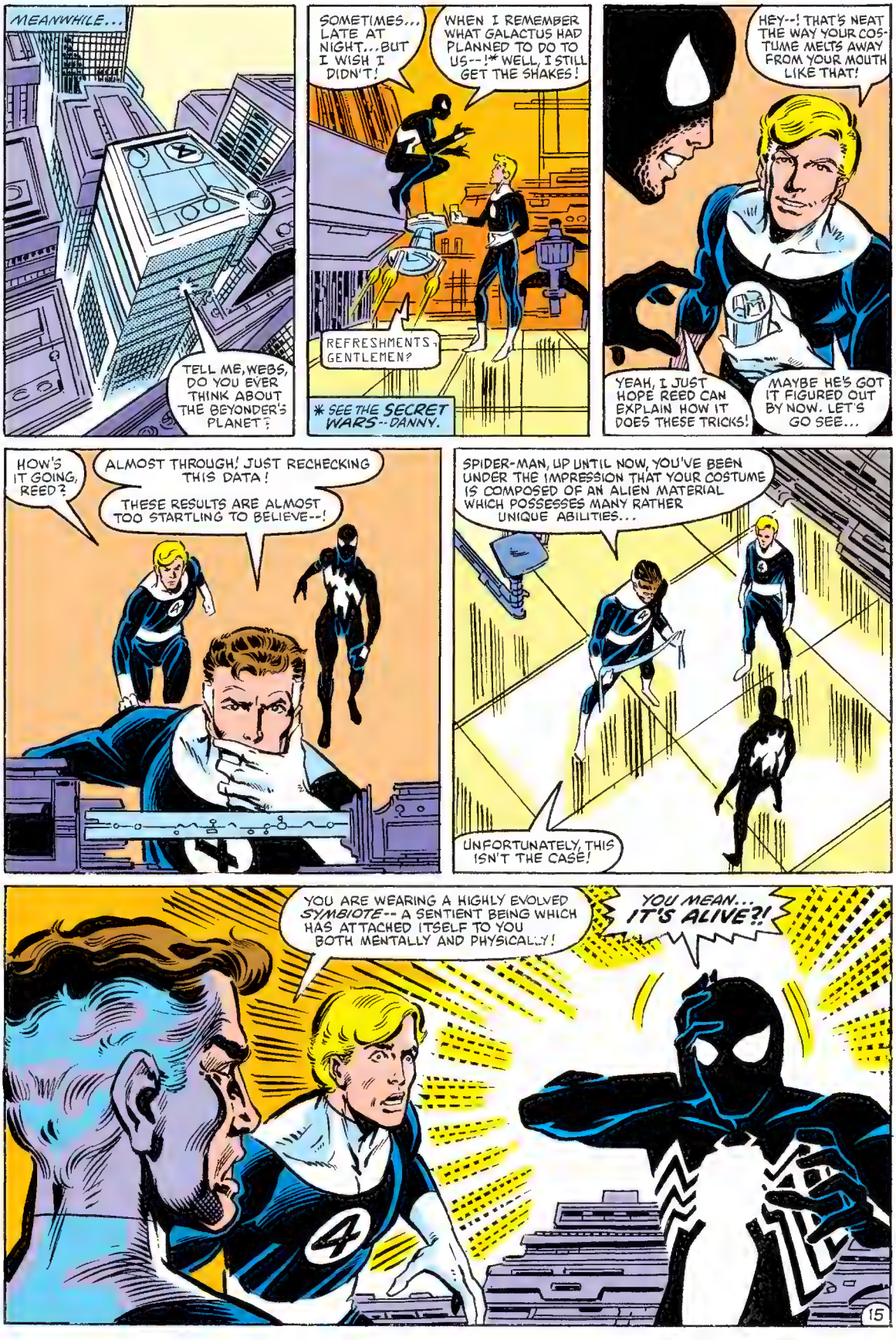

I AM THE HOBGOBLIN--
--AND I WOULD FIND THIS WHOLE CHARADE INSULTING...

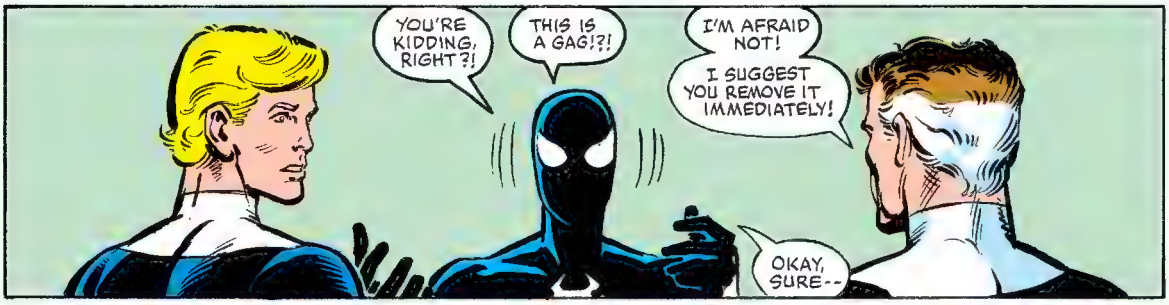
...WERE IT NOT SO AMUSING!
AARGH!

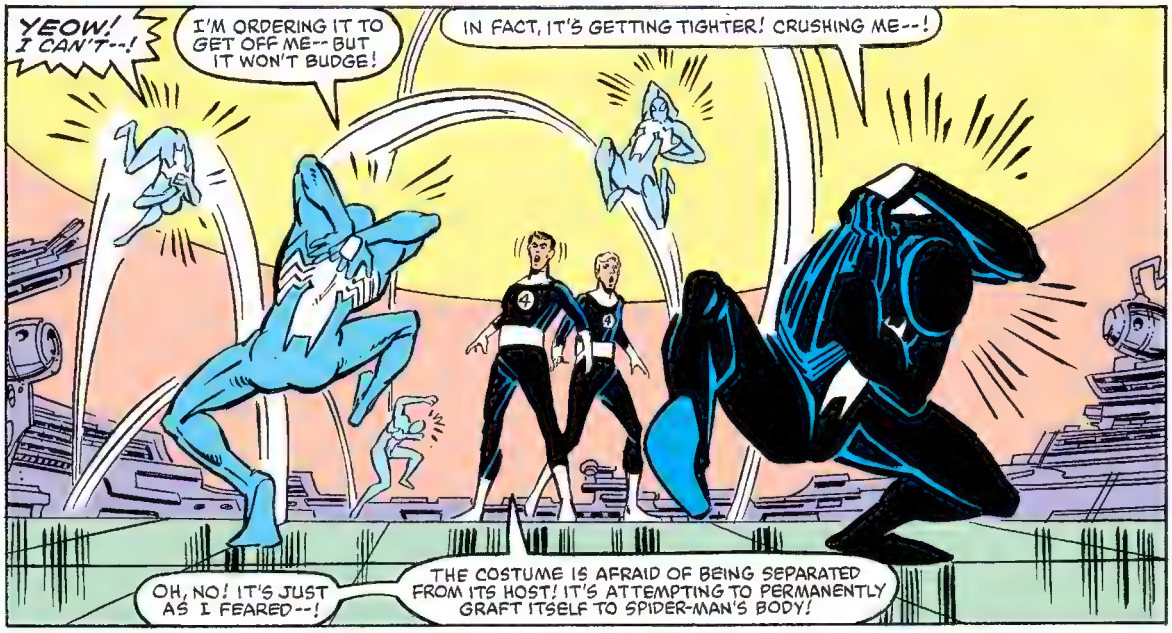

ENOUGH!
I AM SATISFIED THAT YOU ARE WHO YOU CLAIM TO BE!
I WOULD APPRECIATE IT IF YOU PUT THAT MAN DOWN GENTLY--AND SPARED ME THE COST OF HIS HOSPITALIZATION!

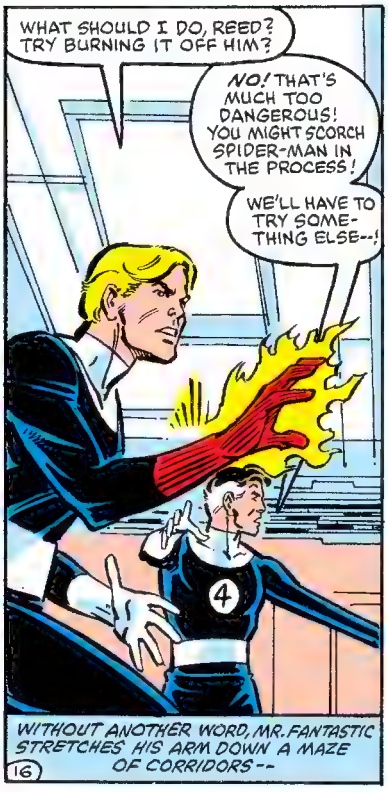
FIVE SECONDS! HE TOOK OUT A HANDFUL OF OUR BEST MEN IN FIVE SECONDS! UNBELIEVABLE--!
NOW THEN, LET'S GET DOWN TO BUSINESS, SHALL WE?
I BELIEVE YOU HAVE A PROPOSITION...

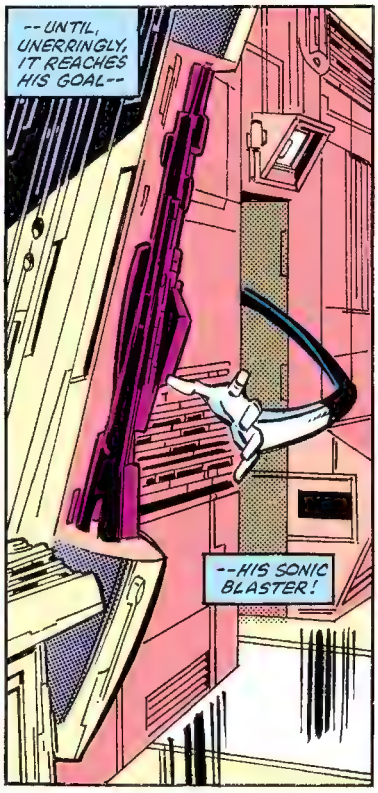
I DO! ONE WHICH WILL HELP INCREASE YOUR POWER...UNTIL IT RIVALS THAT OF THE KINGPIN OF CRIME HIMSELF--
--WHILE, AT THE SAME TIME, IT ALSO INSURES THE DEATH OF OUR MUTUAL FOE... SPIDER-MAN!

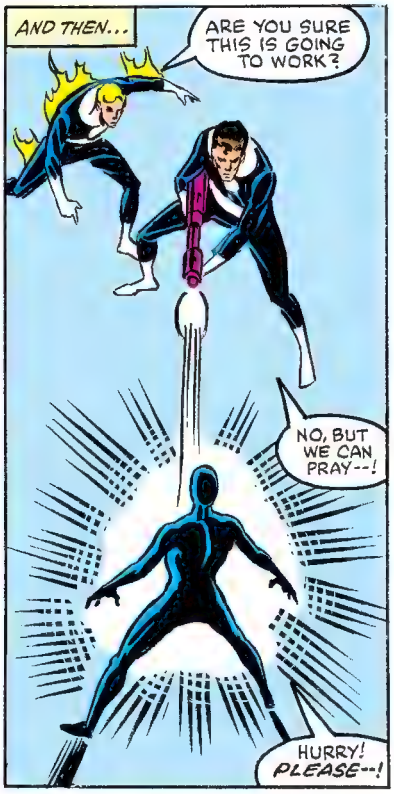

MEANWHILE...
TELL ME, WEBS, DO YOU EVER THINK ABOUT THE BEYONDER'S PLANET?
SOMETIMES... LATE AT NIGHT... BUT I WISH I DIDN'T!
WHEN I REMEMBER WHAT GALACTUS HAD PLANNED TO DO TO US--!* WELL, I STILL GET THE SHAKES!
REFRESHMENTS, GENTLEMEN?
* SEE THE SECRET WARS--DANNY.
HEY--! THAT'S NEAT THE WAY YOUR COSTUME MELTS AWAY FROM YOUR MOUTH LIKE THAT!
YEAH, I JUST HOPE REED CAN EXPLAIN HOW IT DOES THESE TRICKS!
MAYBE HE'S GOT IT FIGURED OUT BY NOW. LET'S GO SEE...
HOW'S IT GOING, REED?
ALMOST THROUGH! JUST RECHECKING THIS DATA!
THESE RESULTS ARE ALMOST TOO STARTLING TO BELIEVE--!
SPIDER-MAN, UP UNTIL NOW, YOU'VE BEEN UNDER THE IMPRESSION THAT YOUR COSTUME IS COMPOSED OF AN ALIEN MATERIAL WHICH POSSESSES MANY RATHER UNIQUE ABILITIES...
UNFORTUNATELY, THIS ISN'T THE CASE!
YOU ARE WEARING A HIGHLY EVOLVED SYMBIOTE-- A SENTIENT BEING WHICH HAS ATTACHED ITSELF TO YOU BOTH MENTALLY AND PHYSICALLY!
YOU MEAN... IT'S ALIVE?!

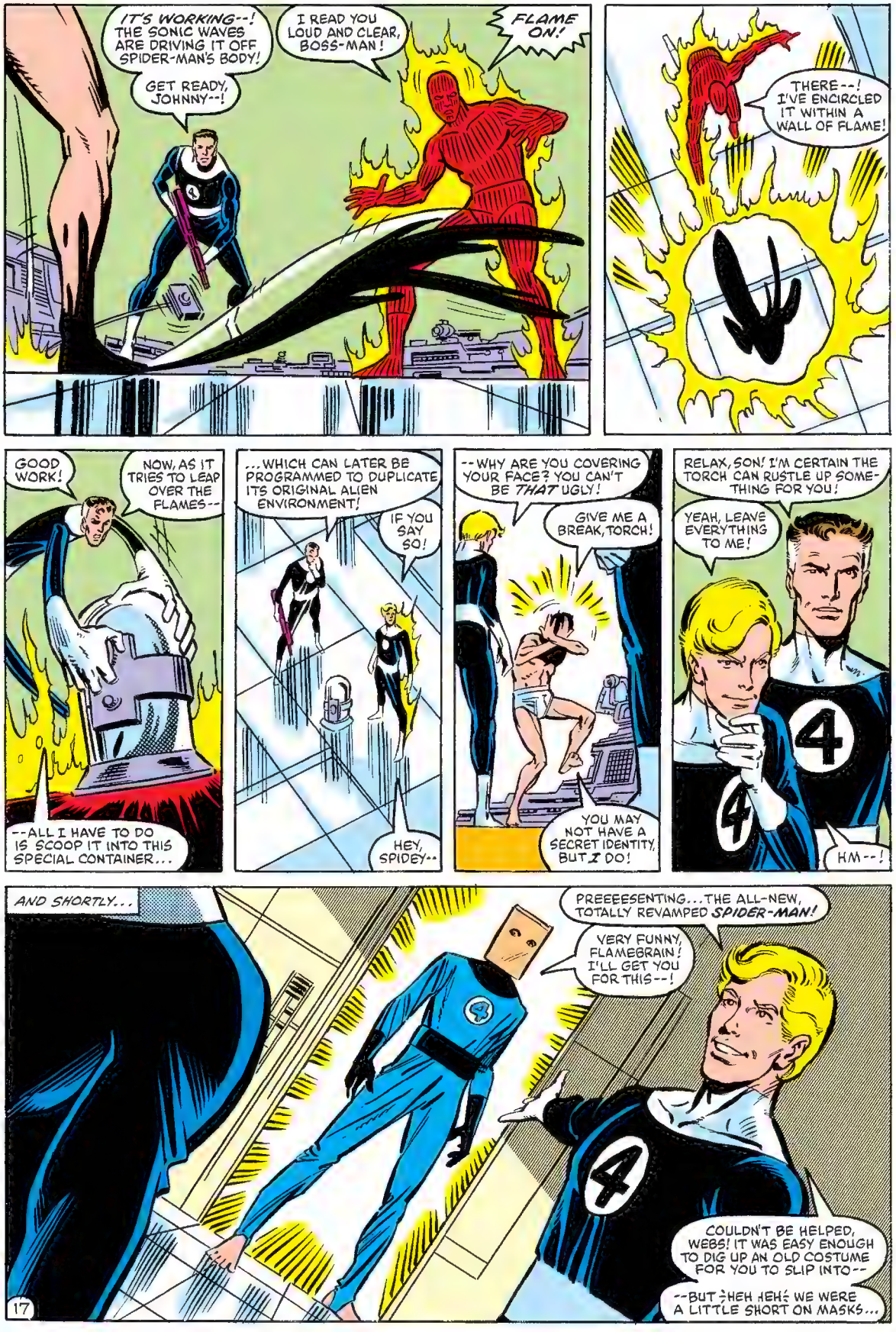

YOU'RE KIDDING, RIGHT?!
THIS IS A GAG!?!
I'M AFRAID NOT!
I SUGGEST YOU REMOVE IT IMMEDIATELY!
OKAY, SURE--

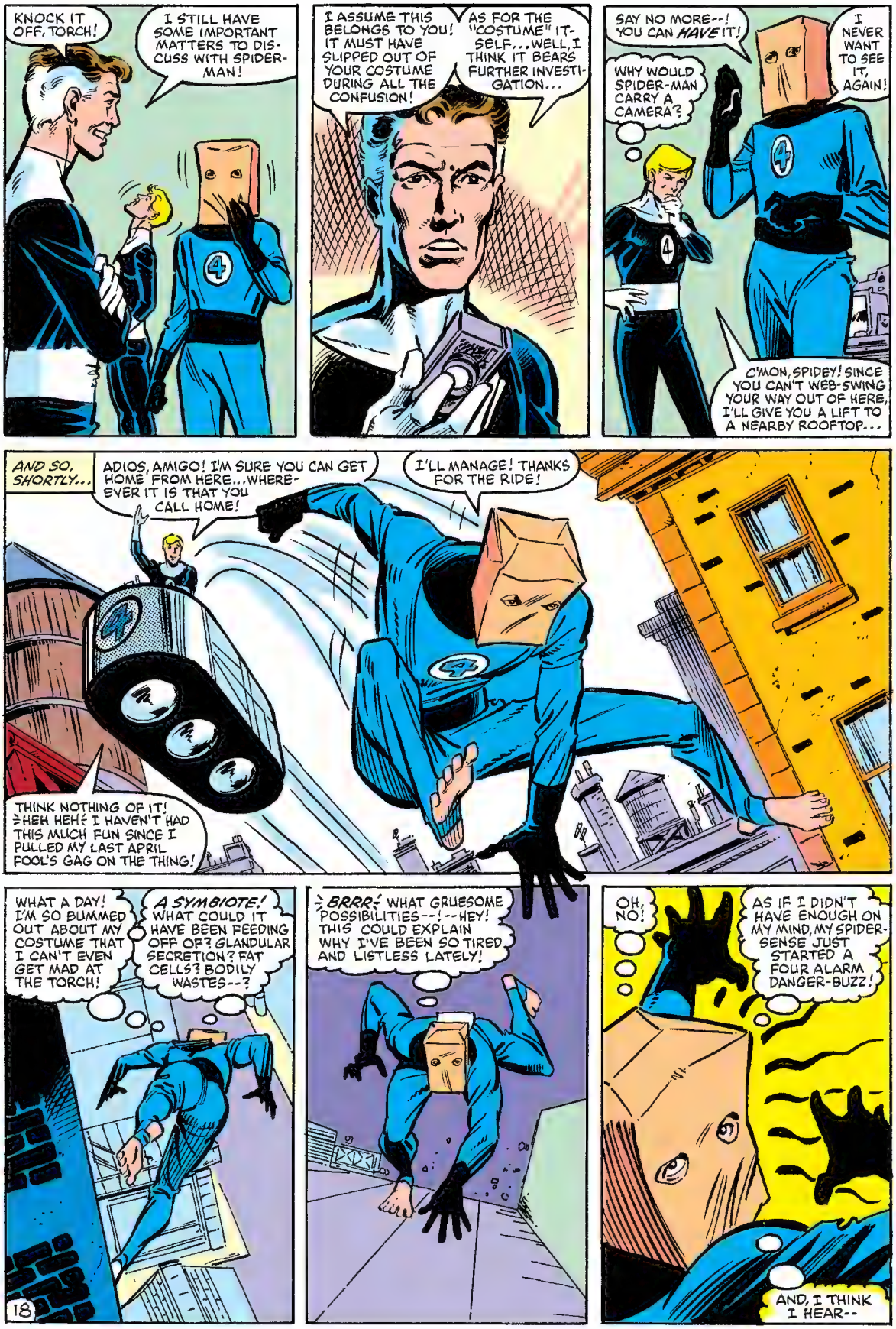

YEOW! I CAN'T--!
I'M ORDERING IT TO GET OFF ME--BUT IT WON'T BUDGE!
IN FACT, IT'S GETTING TIGHTER! CRUSHING ME--!
OH, NO! IT'S JUST AS I FEARED--!
THE COSTUME IS AFRAID OF BEING SEPARATED FROM ITS HOST! IT'S ATTEMPTING TO PERMANENTLY GRAFT ITSELF TO SPIDER-MAN'S BODY!

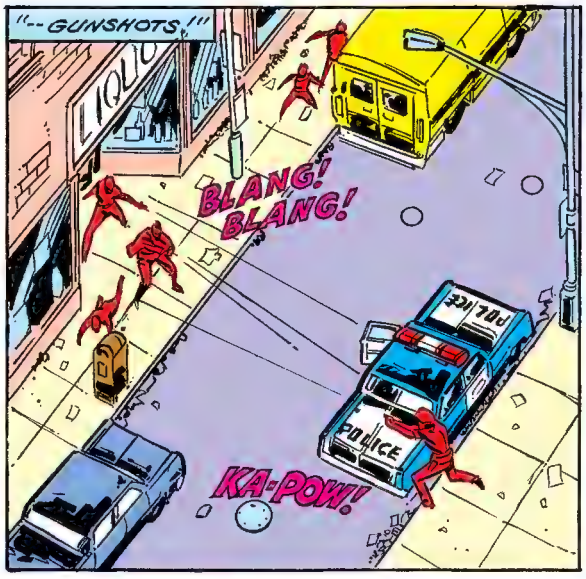

WHAT SHOULD I DO, REED? TRY BURNING IT OFF HIM?
NO! THAT'S MUCH TOO DANGEROUS! YOU MIGHT SCORCH SPIDER-MAN IN THE PROCESS!
WE'LL HAVE TO TRY SOMETHING ELSE--!
WITHOUT ANOTHER WORD, MR. FANTASTIC STRETCHES HIS ARM DOWN A MAZE OF CORRIDORS--
16

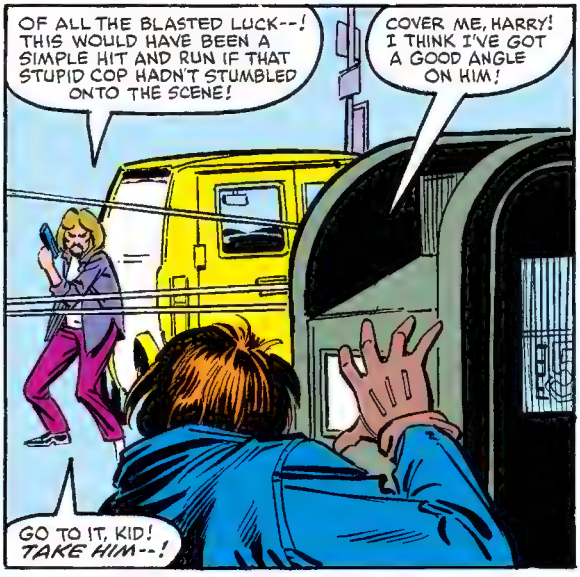

--UNTIL, UNERRINGLY, IT REACHES HIS GOAL--
--HIS SONIC BLASTER!

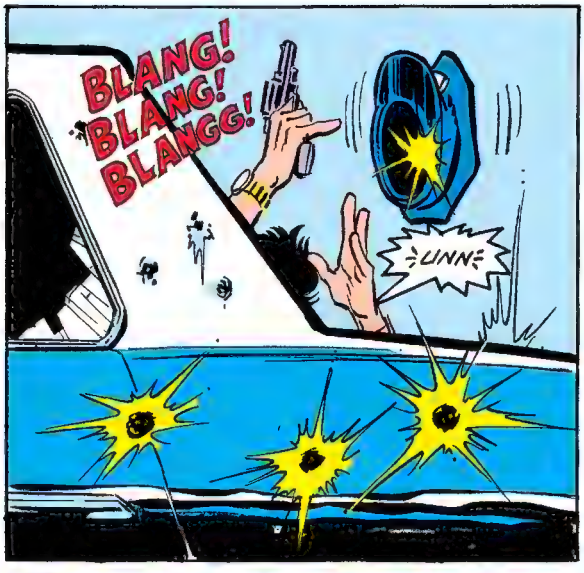

AND THEN...
ARE YOU SURE THIS IS GOING TO WORK?
NO, BUT WE CAN PRAY--!
HURRY! PLEASE--!


IT'S WORKING--! THE SONIC WAVES ARE DRIVING IT OFF SPIDER-MAN'S BODY!
I READ YOU LOUD AND CLEAR, BOSS-MAN!
FLAME ON!
GET READY, JOHNNY--!
THERE--! I'VE ENCIRCLED IT WITHIN A WALL OF FLAME!
GOOD WORK!
NOW, AS IT TRIES TO LEAP OVER THE FLAMES--
--ALL I HAVE TO DO IS SCOOP IT INTO THIS SPECIAL CONTAINER...
...WHICH CAN LATER BE PROGRAMMED TO DUPLICATE ITS ORIGINAL ALIEN ENVIRONMENT!
IF YOU SAY SO!
HEY, SPIDEY--
--WHY ARE YOU COVERING YOUR FACE? YOU CAN'T BE THAT UGLY!
GIVE ME A BREAK, TORCH!
YOU MAY NOT HAVE A SECRET IDENTITY, BUT I DO!
RELAX, SON! I'M CERTAIN THE TORCH CAN RUSTLE UP SOMETHING FOR YOU!
YEAH, LEAVE EVERYTHING TO ME!
HM--!
AND SHORTLY...
PREEEESENTING...THE ALL-NEW, TOTALLY REVAMPED SPIDER-MAN!
VERY FUNNY, FLAMEBRAIN! I'LL GET YOU FOR THIS--!
COULDN'T BE HELPED, WEBS! IT WAS EASY ENOUGH TO DIG UP AN OLD COSTUME FOR YOU TO SLIP INTO--
--BUT HEH HEH WE WERE A LITTLE SHORT ON MASKS...

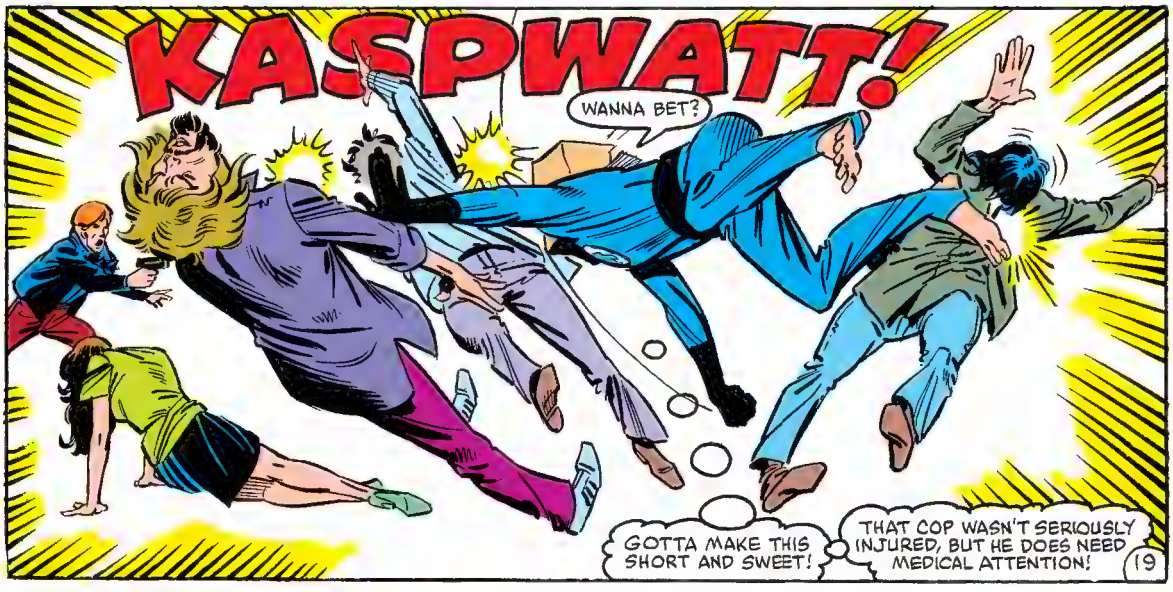

KNOCK IT OFF, TORCH!
I STILL HAVE SOME IMPORTANT MATTERS TO DISCUSS WITH SPIDER-MAN!
I ASSUME THIS BELONGS TO YOU! IT MUST HAVE SLIPPED OUT OF YOUR COSTUME DURING ALL THE CONFUSION!
AS FOR THE "COSTUME" ITSELF...WELL, I THINK IT BEARS FURTHER INVESTIGATION...
SAY NO MORE--! YOU CAN *HAVE* IT!
I NEVER WANT TO SEE IT, AGAIN!
WHY WOULD SPIDER-MAN CARRY A CAMERA?
C'MON, SPIDEY! SINCE YOU CAN'T WEB-SWING YOUR WAY OUT OF HERE, I'LL GIVE YOU A LIFT TO A NEARBY ROOFTOP...
AND SO, SHORTLY...
ADIOS, AMIGO! I'M SURE YOU CAN GET HOME FROM HERE...WHEREEVER IT IS THAT YOU CALL HOME!
I'LL MANAGE! THANKS FOR THE RIDE!
THINK NOTHING OF IT! =HEH HEH= I HAVEN'T HAD THIS MUCH FUN SINCE I PULLED MY LAST APRIL FOOL'S GAG ON THE THING!
WHAT A DAY! I'M SO BUMMED OUT ABOUT MY COSTUME THAT I CAN'T EVEN GET MAD AT THE TORCH!
A SYMBIOTE! WHAT COULD IT HAVE BEEN FEEDING OFF OF? GLANDULAR SECRETION? FAT CELLS? BODILY WASTES--?
=*BRRR!*= WHAT GRUESOME POSSIBILITIES--!--HEY! THIS COULD EXPLAIN WHY I'VE BEEN SO TIRED AND LISTLESS LATELY!
OH, NO!
AS IF I DIDN'T HAVE ENOUGH ON MY MIND, MY SPIDER-SENSE JUST STARTED A FOUR ALARM DANGER-BUZZ!
AND, I THINK I HEAR--
18


"--GUNSHOTS!"
LIQUOR
BLANG! BLANG!
POLICE
KA-POW!

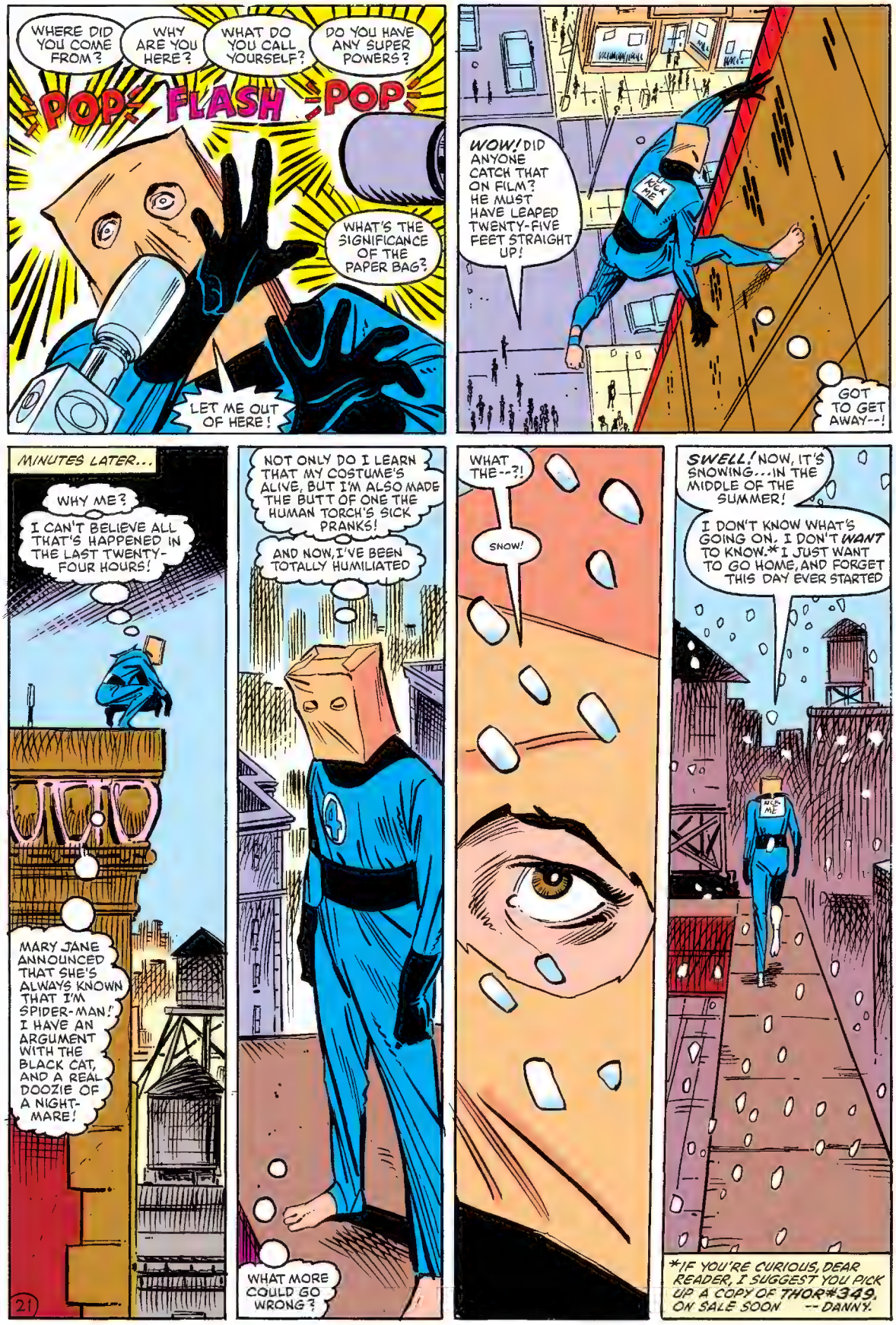

OF ALL THE BLASTED LUCK--! THIS WOULD HAVE BEEN A SIMPLE HIT AND RUN IF THAT STUPID COP HADN'T STUMBLED ONTO THE SCENE!
COVER ME, HARRY! I THINK I'VE GOT A GOOD ANGLE ON HIM!
GO TO IT, KID! TAKE HIM--!

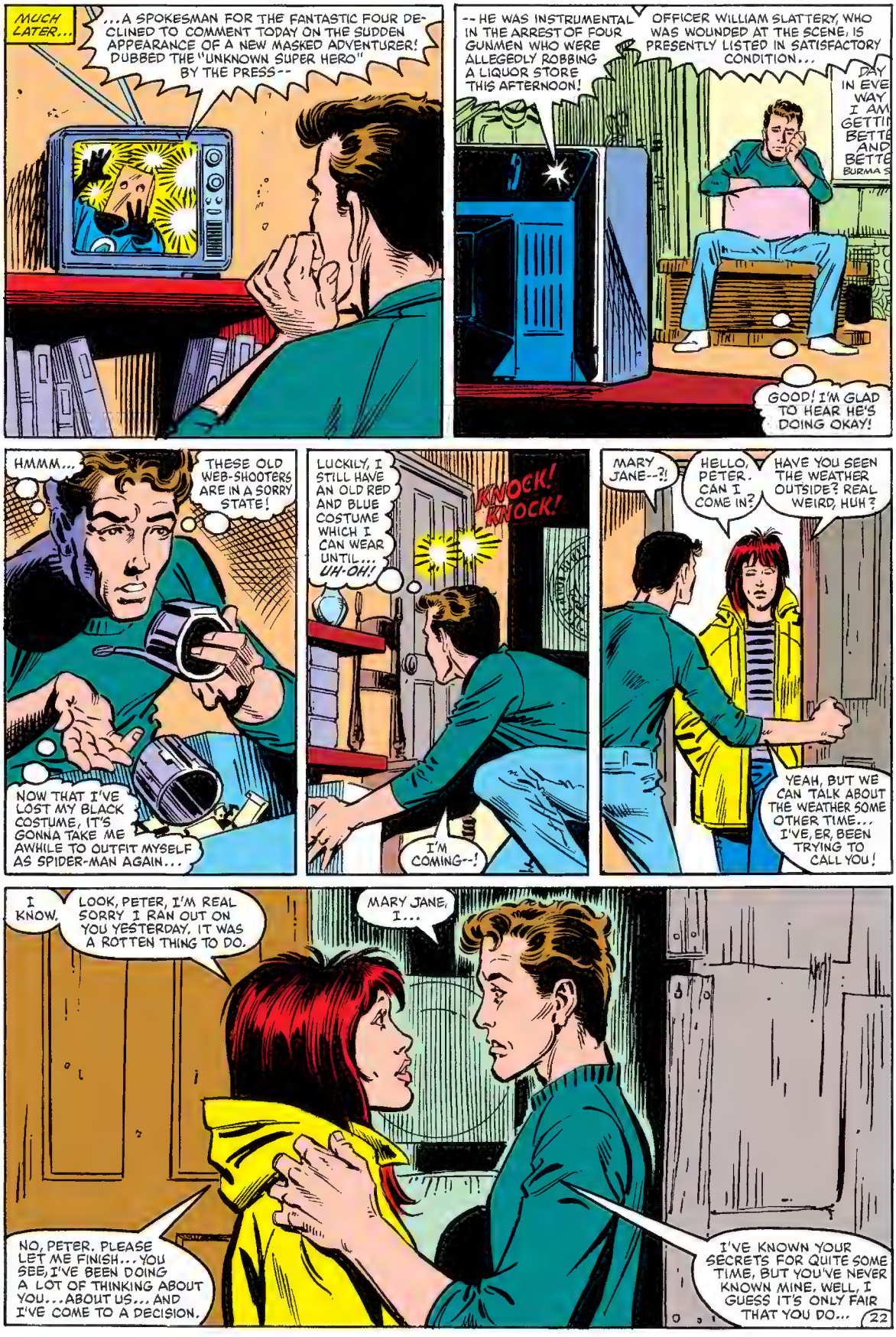

BLANG! BLANG! BLANGG!
UNN!

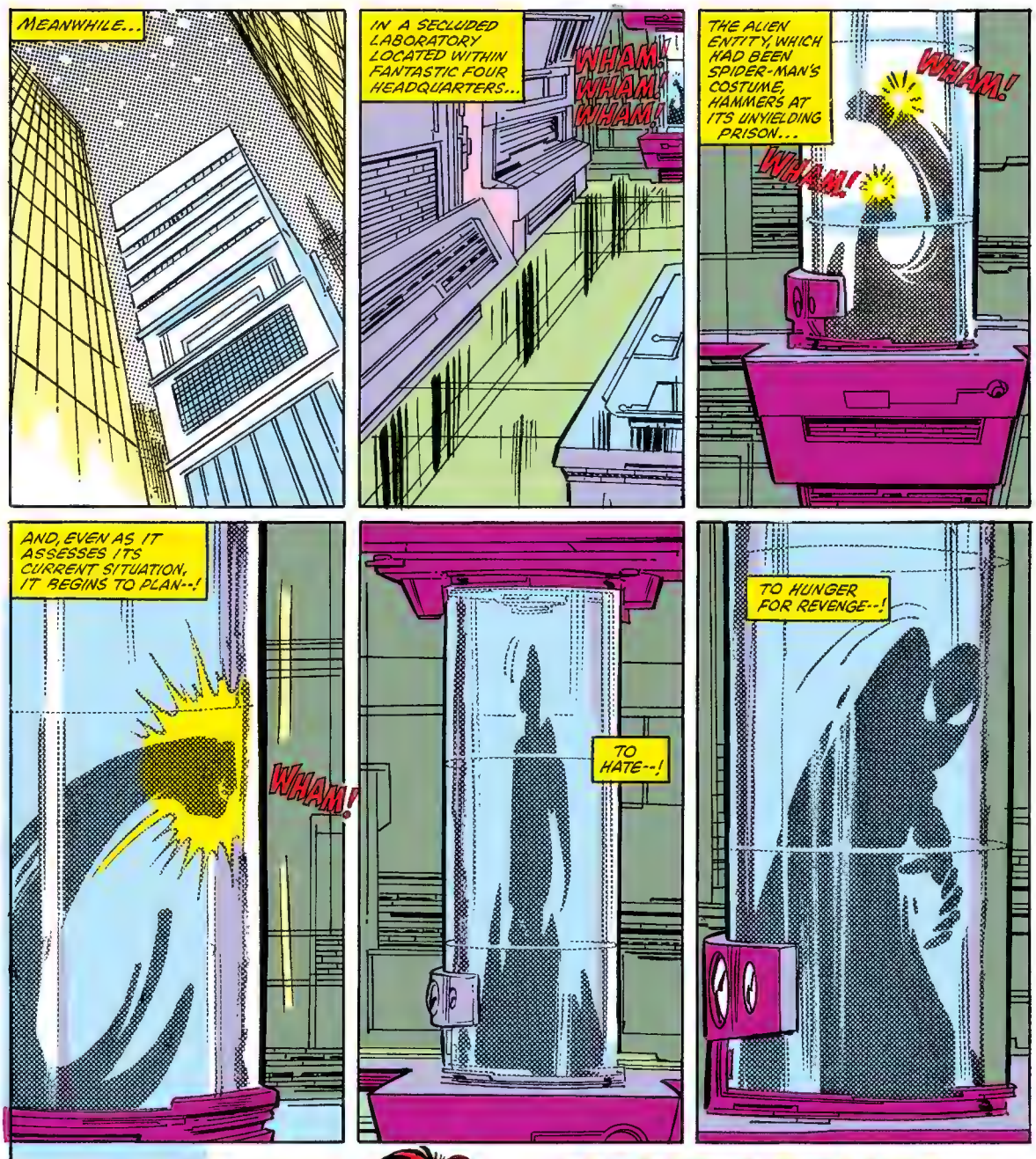
I WINGED HIM!
LET GO OF ME!
GOOD SHOT, KID!
I GOT US A HOSTAGE! NOTHING CAN STOP US NOW--

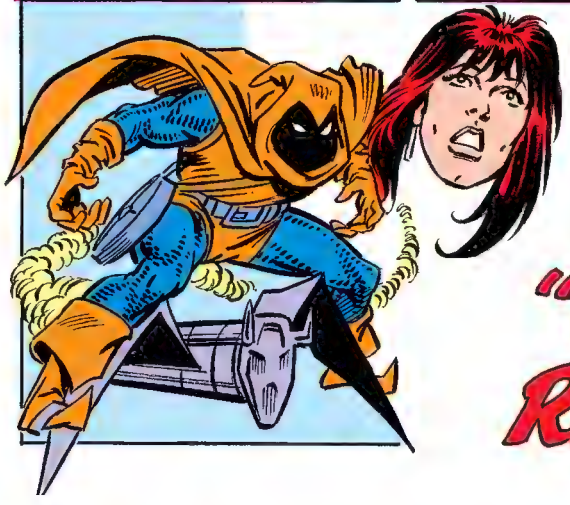

KASPWATT!
WANNA BET?
GOTTA MAKE THIS SHORT AND SWEET!
THAT COP WASN'T SERIOUSLY INJURED, BUT HE DOES NEED MEDICAL ATTENTION!

THREE DOWN, AND ONLY LAUGHING BOY TO GO--!
=SHEESH= I GOTTA KEEP THIS MASK FROM FALLING OFF MY FACE! I WONDER IF I LOOK AS DUMB AS I FEEL?
WH-WHO ARE YOU? WHAT DO YOU WANT?
ME? I'M JUST YOUR FRIENDLY NEIGHBORHOOD TRAVEL AGENT!
AND I'M HERE TO PRESENT YOU WITH A FREE TICKET TO LOOSE TOOTH CITY!
FWAK!
PLEASANT DREAMS, CHUCKLES!
YOU ALL RIGHT, LADY?
I...ER... THINK SO, THANKS!
LOOKS LIKE POLICE REINFORCEMENTS HAVE FINALLY ARRIVED--
--AND THEY'VE BROUGHT A WHOLE PASSEL OF REPORTERS WITH THEM!
OH, NO!
HOLD ON, FELLA! WE'D LIKE TO ASK YOU SOME QUESTIONS!
YOU'RE UNARMED! HOW'D YOU EVER SUB-DUE FOUR GUNMEN?
WHY ARE YOU WEARING AN OUTDATED FANTASTIC FOUR COSTUME? ARE YOU A NEW MEMBER--OR DO YOU PLAN TO APPLY FOR MEMBERSHIP?
WHO ARE YOU? WHY ARE YOU DRESSED LIKE THAT?
IS THIS SOME SORT OF SUPER HERO INITIATION PRANK?
PLEASE LOOK THIS WAY--!


WHERE DID YOU COME FROM?
WHY ARE YOU HERE?
WHAT DO YOU CALL YOURSELF?
DO YOU HAVE ANY SUPER POWERS?
POP
FLASH
POP
WHAT'S THE SIGNIFICANCE OF THE PAPER BAG?
LET ME OUT OF HERE!
WOW! DID ANYONE CATCH THAT ON FILM? HE MUST HAVE LEAPED TWENTY-FIVE FEET STRAIGHT UP!
KICK ME
GOT TO GET AWAY--!
MINUTES LATER...
WHY ME?
I CAN'T BELIEVE ALL THAT'S HAPPENED IN THE LAST TWENTY-FOUR HOURS!
MARY JANE ANNOUNCED THAT SHE'S ALWAYS KNOWN THAT I'M SPIDER-MAN! I HAVE AN ARGUMENT WITH THE BLACK CAT, AND A REAL DOOZIE OF A NIGHT-MARE!
21
NOT ONLY DO I LEARN THAT MY COSTUME'S ALIVE, BUT I'M ALSO MADE THE BUTT OF ONE THE HUMAN TORCH'S SICK PRANKS!
AND NOW, I'VE BEEN TOTALLY HUMILIATED
WHAT MORE COULD GO WRONG?
WHAT THE--?!
SNOW!
SWELL! NOW, IT'S SNOWING... IN THE MIDDLE OF THE SUMMER!
I DON'T KNOW WHAT'S GOING ON. I DON'T WANT TO KNOW.* I JUST WANT TO GO HOME, AND FORGET THIS DAY EVER STARTED
KICK ME
*IF YOU'RE CURIOUS, DEAR READER, I SUGGEST YOU PICK UP A COPY OF THOR #349, ON SALE SOON -- DANNY.


MUCH LATER...
...A SPOKESMAN FOR THE FANTASTIC FOUR DECLINED TO COMMENT TODAY ON THE SUDDEN APPEARANCE OF A NEW MASKED ADVENTURER! DUBBED THE "UNKNOWN SUPER HERO" BY THE PRESS--
--HE WAS INSTRUMENTAL IN THE ARREST OF FOUR GUNMEN WHO WERE ALLEGEDLY ROBBING A LIQUOR STORE THIS AFTERNOON!
OFFICER WILLIAM SLATTERY, WHO WAS WOUNDED AT THE SCENE, IS PRESENTLY LISTED IN SATISFACTORY CONDITION...
DAY IN EVE WAY I AM GETTI BETTE AND BETTE BURMA S
GOOD! I'M GLAD TO HEAR HE'S DOING OKAY!
HMMM...
THESE OLD WEB-SHOOTERS ARE IN A SORRY STATE!
NOW THAT I'VE LOST MY BLACK COSTUME, IT'S GONNA TAKE ME AWHILE TO OUTFIT MYSELF AS SPIDER-MAN AGAIN...
LUCKILY, I STILL HAVE AN OLD RED AND BLUE COSTUME WHICH I CAN WEAR UNTIL... UH-OH!
KNOCK! KNOCK!
I'M COMING--!
MARY JANE--?!
HELLO, PETER. CAN I COME IN?
HAVE YOU SEEN THE WEATHER OUTSIDE? REAL WEIRD, HUH?
YEAH, BUT WE CAN TALK ABOUT THE WEATHER SOME OTHER TIME... I'VE, ER, BEEN TRYING TO CALL YOU!
I KNOW.
LOOK, PETER, I'M REAL SORRY I RAN OUT ON YOU YESTERDAY. IT WAS A ROTTEN THING TO DO.
MARY JANE, I...
NO, PETER. PLEASE LET ME FINISH... YOU SEE, I'VE BEEN DOING A LOT OF THINKING ABOUT YOU... ABOUT US... AND I'VE COME TO A DECISION.
I'VE KNOWN YOUR SECRETS FOR QUITE SOME TIME, BUT YOU'VE NEVER KNOWN MINE. WELL, I GUESS IT'S ONLY FAIR THAT YOU DO...
22


MEANWHILE...
IN A SECLUDED LABORATORY LOCATED WITHIN FANTASTIC FOUR HEADQUARTERS...
WHAM! WHAM! WHAM!
THE ALIEN ENTITY, WHICH HAD BEEN SPIDER-MAN'S COSTUME, HAMMERS AT ITS UNYIELDING PRISON...
WHAM!
WHAM!
AND, EVEN AS IT ASSESSES ITS CURRENT SITUATION, IT BEGINS TO PLAN--!
WHAM!
TO HATE--!
TO HUNGER FOR REVENGE--!



NEXT ISSUE!

MARY JANE WATSON REVEALS HER TRAGIC PAST!

PLUS-- THE HOBGOBLIN STRIKES!

DON'T MISS...

"all My Pasts Remembered..!"

THE THREAT OF THE ALIEN COSTUME BECAME AN ONGOING SUBPLOT FOR THE NEXT FEW MONTHS, STARTING WITH THIS EXCERPT FROM *AMAZING SPIDER-MAN #260*.

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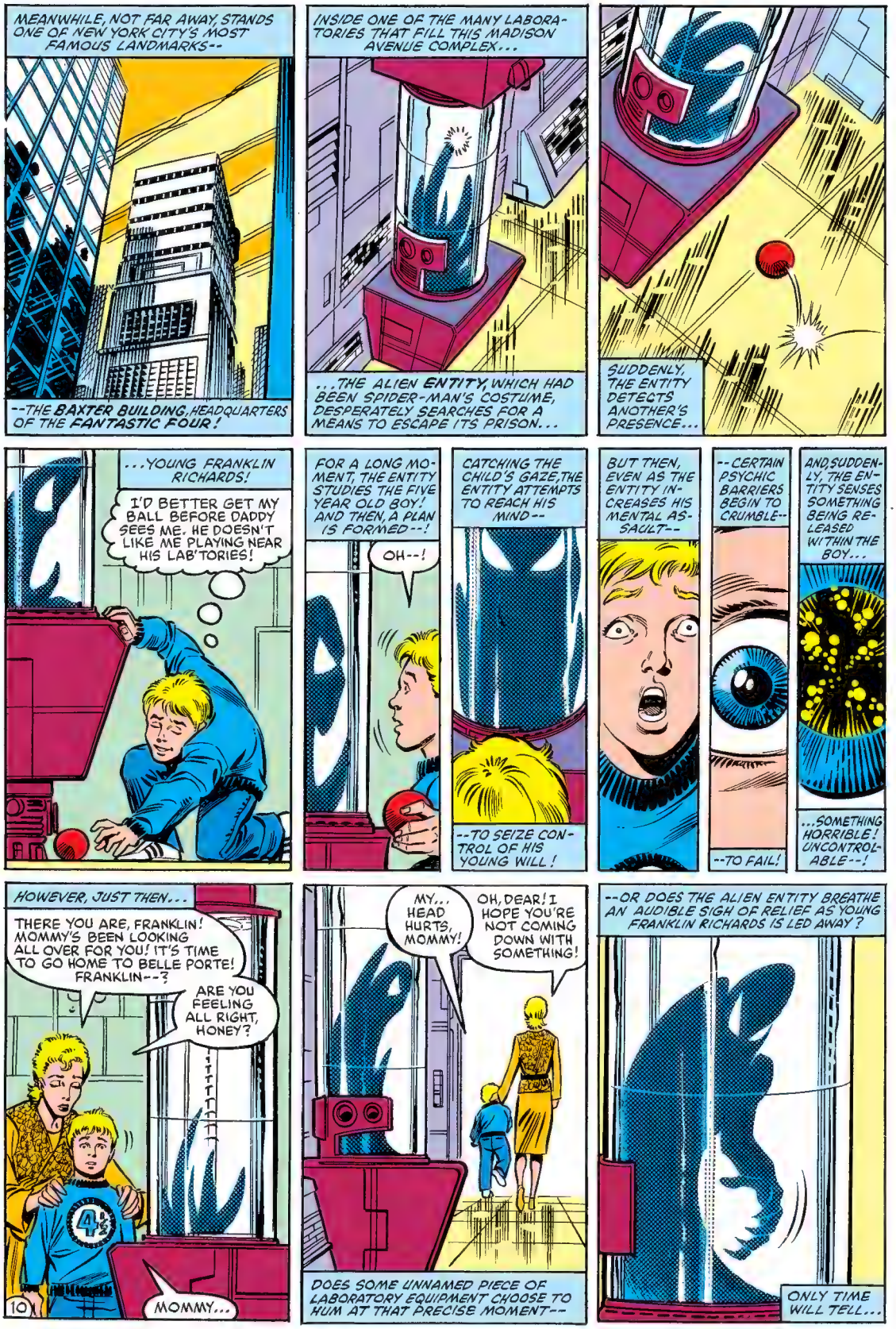
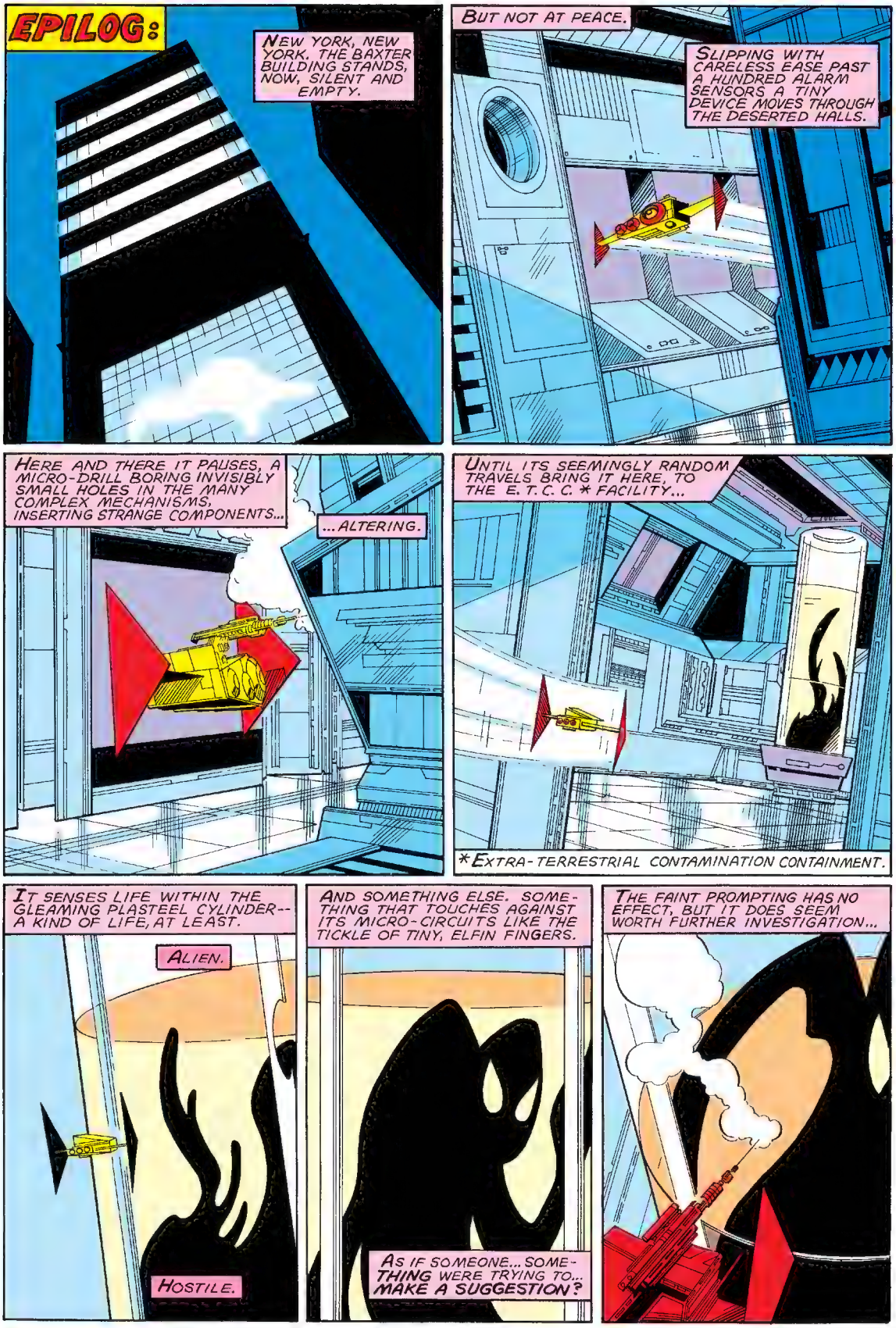
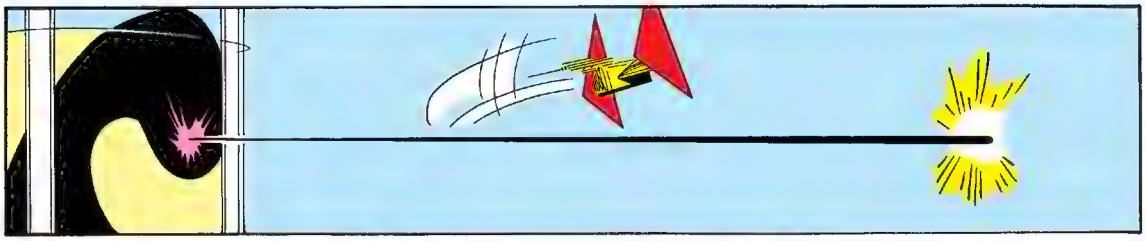
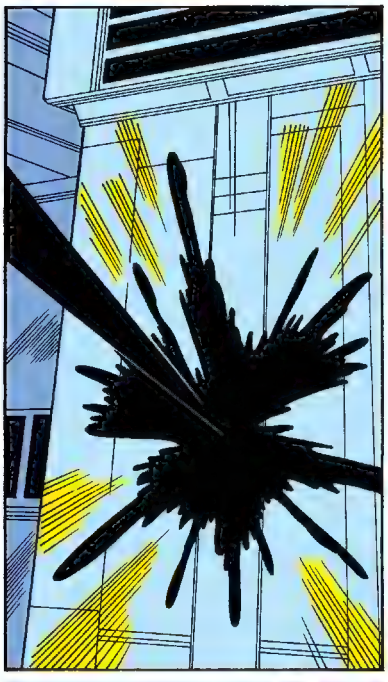

MEANWHILE, NOT FAR AWAY, STANDS ONE OF NEW YORK CITY'S MOST FAMOUS LANDMARKS--
--THE BAXTER BUILDING, HEADQUARTERS OF THE FANTASTIC FOUR!
INSIDE ONE OF THE MANY LABORATORIES THAT FILL THIS MADISON AVENUE COMPLEX...
...THE ALIEN ENTITY, WHICH HAD BEEN SPIDER-MAN'S COSTUME, DESPERATELY SEARCHES FOR A MEANS TO ESCAPE ITS PRISON...
SUDDENLY, THE ENTITY DETECTS ANOTHER'S PRESENCE...
...YOUNG FRANKLIN RICHARDS!
I'D BETTER GET MY BALL BEFORE DADDY SEES ME. HE DOESN'T LIKE ME PLAYING NEAR HIS LAB'TORIES!
FOR A LONG MOMENT, THE ENTITY STUDIES THE FIVE YEAR OLD BOY! AND THEN, A PLAN IS FORMED--!
OH--!
CATCHING THE CHILD'S GAZE, THE ENTITY ATTEMPTS TO REACH HIS MIND--
--TO SEIZE CONTROL OF HIS YOUNG WILL!
BUT THEN, EVEN AS THE ENTITY INCREASES HIS MENTAL ASSAULT--
--CERTAIN PSYCHIC BARRIERS BEGIN TO CRUMBLE--
--TO FAIL!
AND, SUDDENLY, THE ENTITY SENSES SOMETHING BEING RELEASED WITHIN THE BOY...
...SOMETHING HORRIBLE! UNCONTROLABLE--!
HOWEVER, JUST THEN...
THERE YOU ARE, FRANKLIN! MOMMY'S BEEN LOOKING ALL OVER FOR YOU! IT'S TIME TO GO HOME TO BELLE PORTE! FRANKLIN--?
ARE YOU FEELING ALL RIGHT, HONEY?
MOMMY...
MY... HEAD HURTS, MOMMY!
OH, DEAR! I HOPE YOU'RE NOT COMING DOWN WITH SOMETHING!
DOES SOME UNNAMED PIECE OF LABORATORY EQUIPMENT CHOOSE TO HUM AT THAT PRECISE MOMENT--
--OR DOES THE ALIEN ENTITY BREATHE AN AUDIBLE SIGH OF RELIEF AS YOUNG FRANKLIN RICHARDS IS LED AWAY?
ONLY TIME WILL TELL...

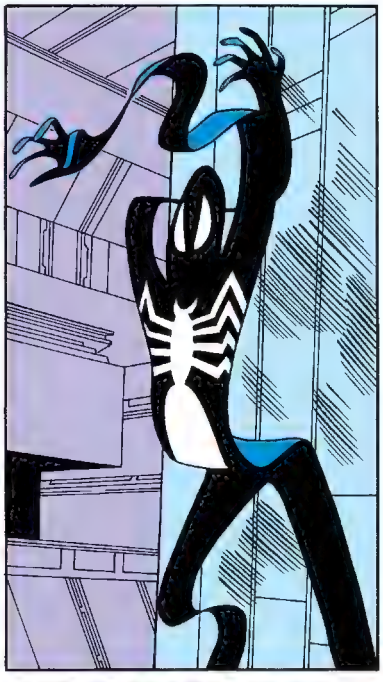
EXCERPT FROM *FANTASTIC FOUR #274*

WRITER & PENCILER: JOHN BYRNE • INKER: AL GORDON • COLORIST: GLYNIS WEIN
LETTERER: DIANA ALBERS • ASSISTANT EDITOR: MICHAEL HIGGINS • EDITOR: MIKE CARLIN


EPILOG:
NEW YORK, NEW YORK. THE BAXTER BUILDING STANDS, NOW, SILENT AND EMPTY.
BUT NOT AT PEACE.
SLIPPING WITH CARELESS EASE PAST A HUNDRED ALARM SENSORS A TINY DEVICE MOVES THROUGH THE DESERTED HALLS.
HERE AND THERE IT PAUSES, A MICRO-DRILL BORING INVISIBLY SMALL HOLES IN THE MANY COMPLEX MECHANISMS, INSERTING STRANGE COMPONENTS...
...ALTERING.
UNTIL ITS SEEMINGLY RANDOM TRAVELS BRING IT HERE, TO THE E.T.C.C.* FACILITY...
*EXTRA-TERRESTRIAL CONTAMINATION CONTAINMENT.
IT SENSES LIFE WITHIN THE GLEAMING PLASTEEL CYLINDER--A KIND OF LIFE, AT LEAST.
ALIEN.
HOSTILE.
AND SOMETHING ELSE. SOMETHING THAT TOUCHES AGAINST ITS MICRO-CIRCUITS LIKE THE TICKLE OF TINY, ELFIN FINGERS.
AS IF SOMEONE... SOMETHING WERE TRYING TO... MAKE A SUGGESTION?
THE FAINT PROMPTING HAS NO EFFECT, BUT IT DOES SEEM WORTH FURTHER INVESTIGATION...







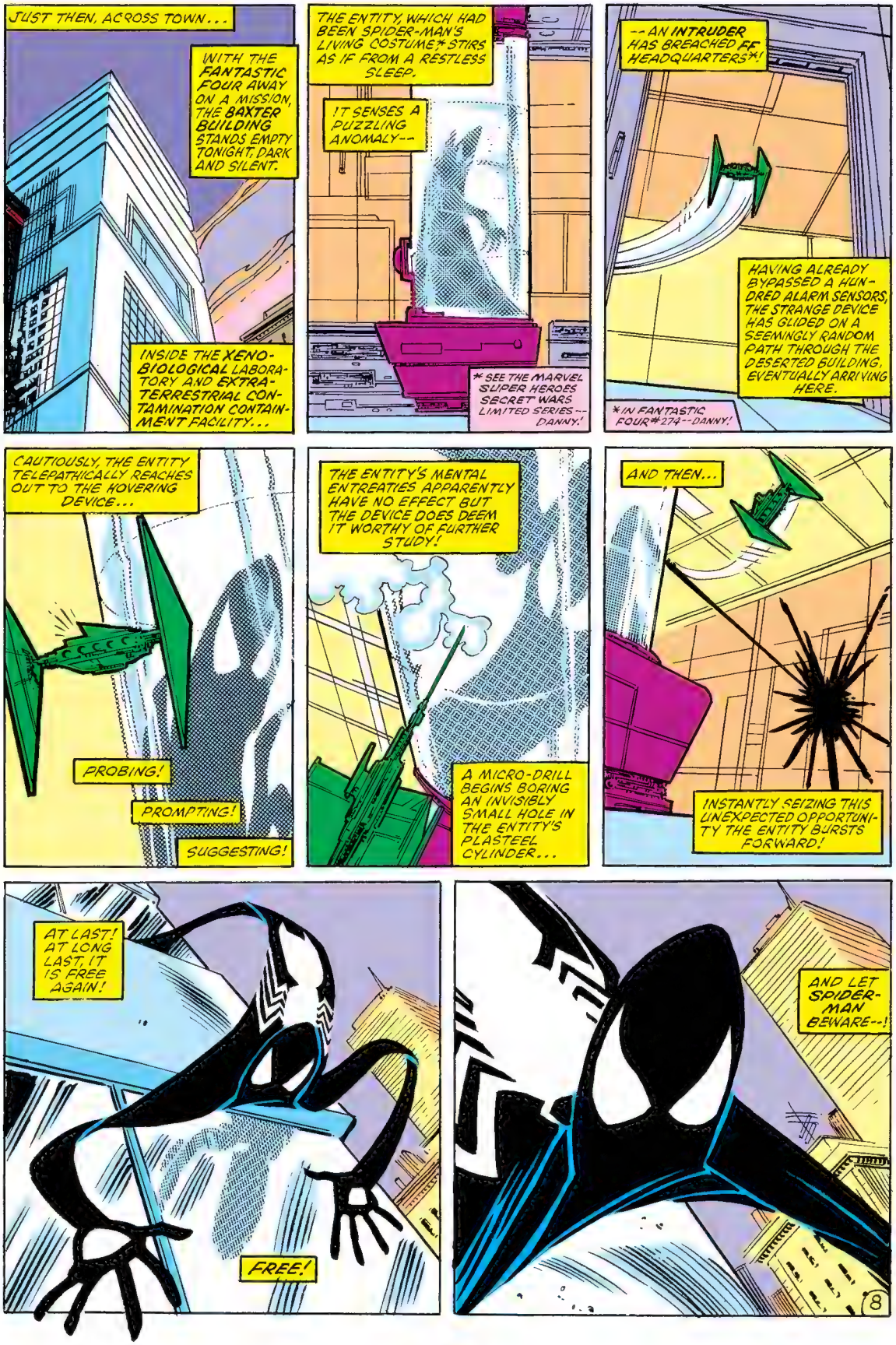
NEXT ISSUE: *SHE HULK IS ONE LADY YOU'D RATHER HAVE **FOR** YE THAN **AGIN'** YE--AS A CERTAIN SLEAZOID PUBLISHER FINDS OUT IN...*

THE NAKED TRUTH

BE HERE IN 30 DAYS!!

THE COSTUME'S ESCAPE WAS ALSO SHOWN IN THIS EXCERPT FROM *AMAZING SPIDER-MAN #261.*

WRITER: TOM DeFALCO • PENCILER: RON FRENZ • FINISHER: JOSEF RUBINSTEIN • COLORIST: BOB SHAREN
LETTERER: JOE ROSEN • ASSISTANT EDITOR: BOB DeNATALE • EDITOR: DANNY FINGEROTH


JUST THEN, ACROSS TOWN...
WITH THE FANTASTIC FOUR AWAY ON A MISSION, THE BAXTER BUILDING STANDS EMPTY TONIGHT, DARK AND SILENT.
INSIDE THE XENO-BIOLOGICAL LABORATORY AND EXTRA-TERRESTRIAL CONTAMINATION CONTAINMENT FACILITY...
THE ENTITY, WHICH HAD BEEN SPIDER-MAN'S LIVING COSTUME* STIRS AS IF FROM A RESTLESS SLEEP.
IT SENSES A PUZZLING ANOMALY--
* SEE THE MARVEL SUPER HEROES SECRET WARS LIMITED SERIES--DANNY!
--AN INTRUDER HAS BREACHED FF HEADQUARTERS*!
HAVING ALREADY BYPASSED A HUNDRED ALARM SENSORS, THE STRANGE DEVICE HAS GLIDED ON A SEEMINGLY RANDOM PATH THROUGH THE DESERTED BUILDING, EVENTUALLY ARRIVING HERE.
* IN FANTASTIC FOUR #274--DANNY!
CAUTIOUSLY, THE ENTITY TELEPATHICALLY REACHES OUT TO THE HOVERING DEVICE...
PROBING!
PROMPTING!
SUGGESTING!
THE ENTITY'S MENTAL ENTREATIES APPARENTLY HAVE NO EFFECT BUT THE DEVICE DOES DEEM IT WORTHY OF FURTHER STUDY!
A MICRO-DRILL BEGINS BORING AN INVISIBLY SMALL HOLE IN THE ENTITY'S PLASTEEL CYLINDER...
AND THEN...
INSTANTLY SEIZING THIS UNEXPECTED OPPORTUNITY THE ENTITY BURSTS FORWARD!
AT LAST! AT LONG LAST, IT IS FREE AGAIN!
FREE!
AND LET SPIDER-MAN BEWARE--!
8

EXCERPT FROM *PETER PARKER, THE SPECTACULAR SPIDER-MAN #98*

WRITER: AL MILGROM • PENCILER: HERB TRIMPE • INKER: JIM MOONEY • COLORIST: GEORGE ROUSSOS
LETTERER: DIANA ALBERS • ASSISTANT EDITOR: BOB DeNATALE • EDITOR: DANNY FINGEROTH

EVEN AS THE CITY IS PLUNGED INTO DARKNESS, OUTSIDE THE HEADQUARTERS OF THE FANTASTIC FOUR, A DARK SHAPE REJOICES IN THE LACK OF LIGHT. FOR IN THE DARKNESS THERE IS SHELTER!
IT IS THE CREATURE WHICH WAS SPIDER-MAN'S COSTUME.
IT HAS BUT RECENTLY ESCAPED FROM THE CONFINEMENT TUBE REED RICHARDS--THE F.F.'S PLIABLE LEADER--HAD PLACED IT IN.
IT IS A SYMBIOTE--AN ENTITY WHICH MUST FIND A HOST BODY ON WHICH TO LIVE.
--SEEKING THE MAN WHOSE BODY IT IS ATTUNED TO...
NOW IT MOVES CAUTIOUSLY, FURTIVELY THROUGH THE CITY, ALTERING ITS SHAPE AS THE SITUATION DEMANDS--
...THE BODY OF THE AMAZING SPIDER-MAN!
9

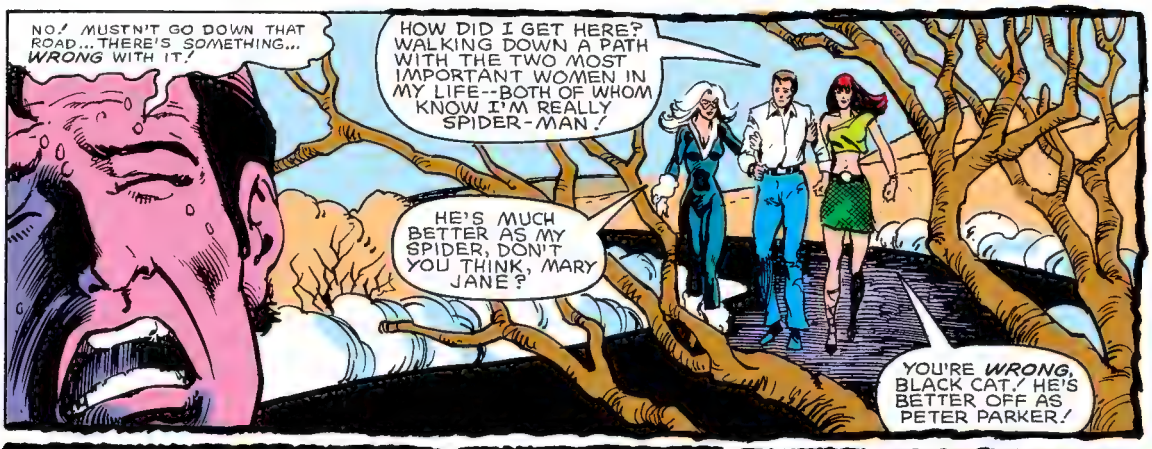
EXCERPT FROM *PETER PARKER, THE SPECTACULAR SPIDER-MAN #99*

WRITER: AL MILGROM • PENCILER: HERB TRIMPE • FINISHER: JIM MOONEY • COLORIST: A. KAOTIC
LETTERER: JOE ROSEN • ASSISTANT EDITOR: BOB DeNATALE • EDITOR: DANNY FINGEROTH

MEANWHILE, ON THE NIGHT-DARK STREETS OF MANHATTAN, STILL LURKING IN THE SHADOWS OF THE BAXTER BUILDING...
IT HAS BUT RECENTLY ESCAPED FROM THIS FORTRESS WHICH QUARTERS THE FAR-FAMED FANTASTIC FOUR, FREED BY AN ALIEN PROBING DEVICE WHICH DRILLED A SMALL HOLE IN IT'S TRANSPARENT PRISON TUBE!
NOW IT HAUNTS THE STREET, WAITING FOR UNSUSPECTING PREY!
I--I GUESS ALL THE RUMORS I HEARD WEREN'T REALLY TRUE!
BACK IN INDIANA, ALL THE FOLKS SAID I'D HAVE TO BE REAL CAREFUL ABOUT WALKING AROUND NEW YORK CITY AT NIGHT!
BUT, HECK! IT DON'T SEEM SO BAD. THERE'S NOTHING TO BE AFRAID OF--HARDLY EVEN A SOUL OUT ON THE STREET.
JUST GOES TO SHOW YOU, YOU SHOULDN'T FORM AN OPINION ABOUT ANYTHING TILL YOU EXPERIENCE IT FIRST--
--HAND!
YIIIIIII!
HE STRUGGLES BRIEFLY, AS THE EBON COSTUME ENGULFS HIM, THEN--UNDER THE CONTROL OF THE ALIEN SYMBIOTE, HE GROWS CALM--
--AND SHOOTING A WEB-LINE FROM THE BACK OF HIS HAND, SWINGS OFF INTO THE NIGHT!
16

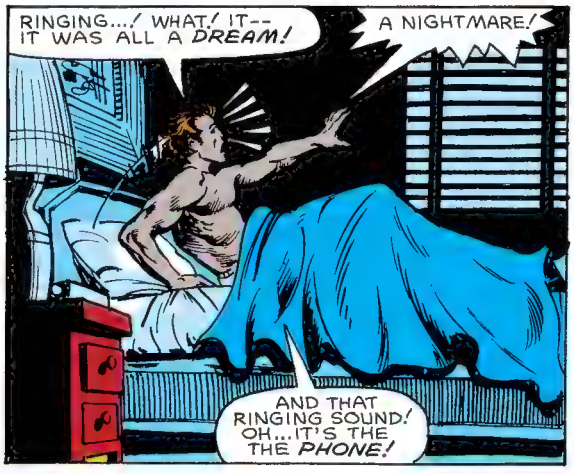
EXCERPTS FROM *PETER PARKER, THE SPECTACULAR SPIDER-MAN #100*

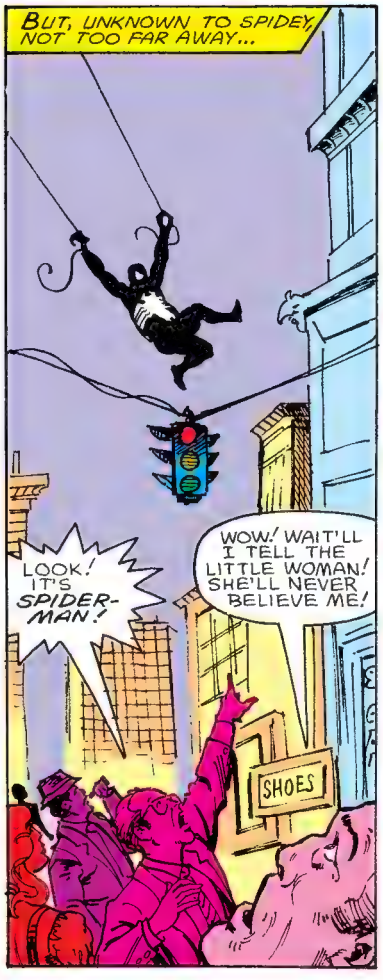
WRITER & PENCILER: AL MILGROM • FINISHER: GEOF ISHERWOOD • COLORIST: BOB SHAREN
LETTERER: DIANA ALBERS • ASSISTANT EDITOR: BOB DeNATALE • EDITOR: DANNY FINGEROTH


NO! MUSTN'T GO DOWN THAT ROAD... THERE'S SOMETHING... *WRONG* WITH IT!
HOW DID I GET HERE? WALKING DOWN A PATH WITH THE TWO MOST IMPORTANT WOMEN IN MY LIFE--BOTH OF WHOM KNOW I'M REALLY SPIDER-MAN!
HE'S MUCH BETTER AS MY SPIDER, DON'T YOU THINK, MARY JANE?
YOU'RE *WRONG*, BLACK CAT! HE'S BETTER OFF AS PETER PARKER!

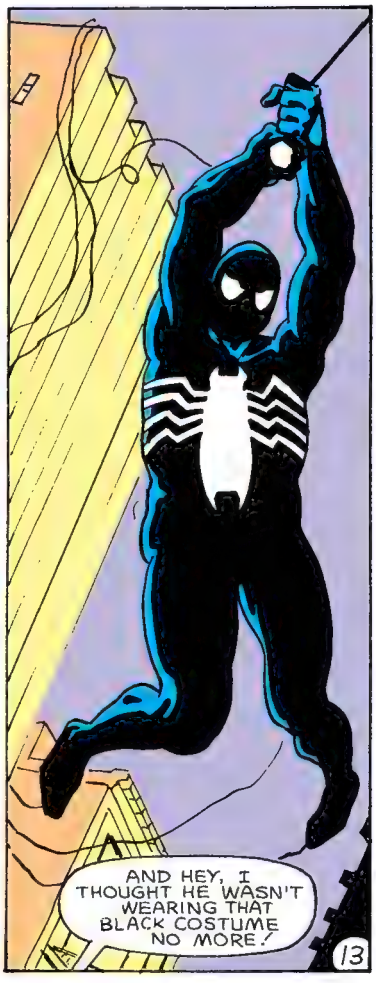
WHA-?! *NO!* I-I'M *SINKING* INTO THE ROADWAY, IT'S BECOME LIKE TAR! AND THE CAT AND MJ ARE BEING SWEPT AWAY FROM ME!
SPIDER-MAN COULD GET FREE OF IT!
NO! IT'S *BECAUSE* OF SPIDER-MAN THAT YOU'RE TRAPPED!

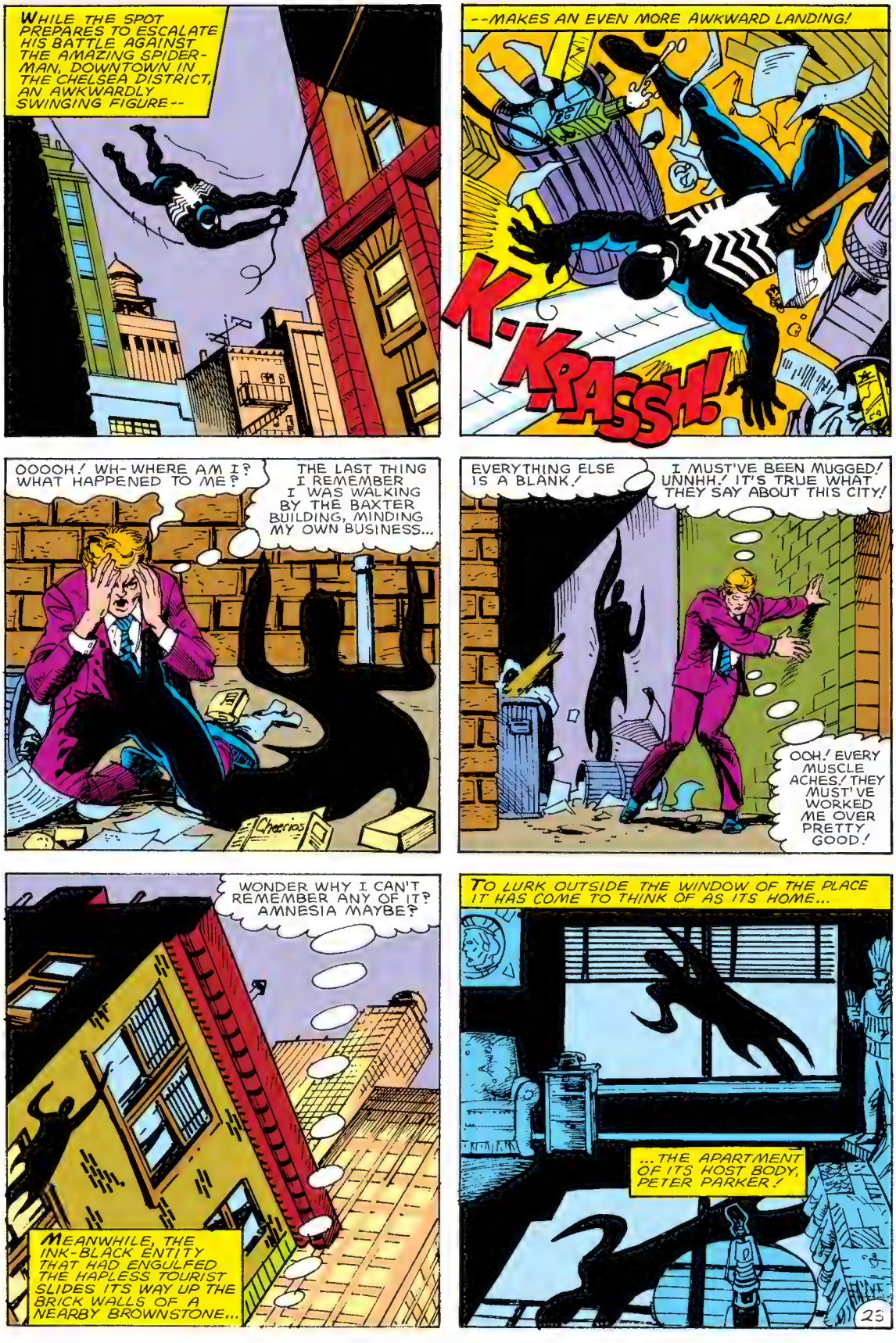
RINNNNNNNNG!
BUT WAIT--! WHAT'S THAT NOISE? THAT RINGING SOUND? IT'S MAKING THE COSTUME STOP!
YES, OF COURSE! SOUND CAN STOP IT!
REED RICHARDS USED A SONIC BLASTER TO FORCE IT OFF ME AT FANTASTIC FOUR HEADQUARTERS! IF ONLY THE SOUND DOESN'T *STOP!* IF ONLY IT KEEPS RINGING...RINGING...

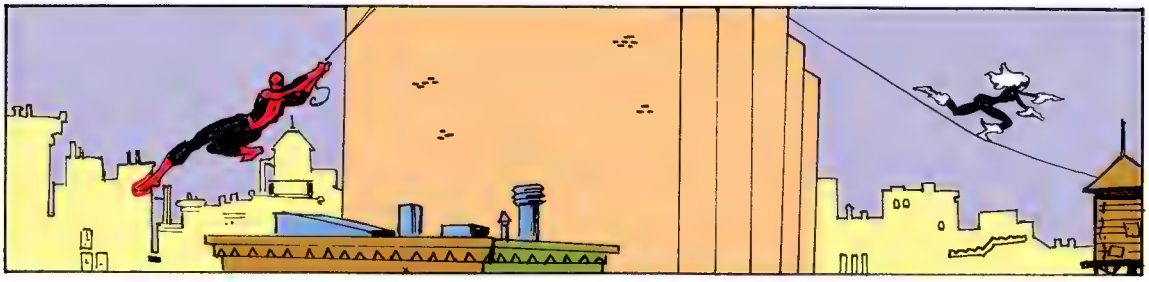

RINGING.../ WHAT./ IT-- IT WAS ALL A DREAM!
A NIGHTMARE!
AND THAT RINGING SOUND! OH...IT'S THE THE PHONE!

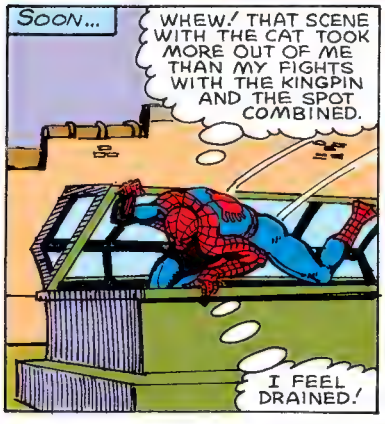

BUT, UNKNOWN TO SPIDEY, NOT TOO FAR AWAY...
LOOK! IT'S SPIDER-MAN!
WOW! WAIT'LL I TELL THE LITTLE WOMAN! SHE'LL NEVER BELIEVE ME!
SHOES

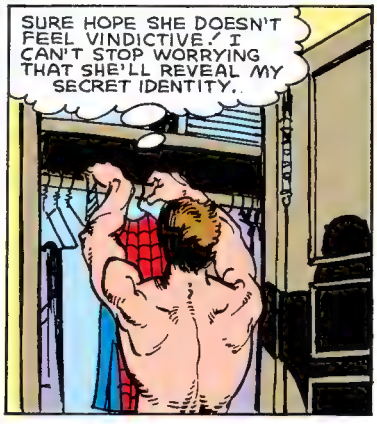
FUNNY THING THOUGH--
WHAT'S THAT?
HE LOOKS SO CLUMSY--AND I ALWAYS THOUGHT HE WAS THINNER THAN THAT!
YEAH, ME TOO!

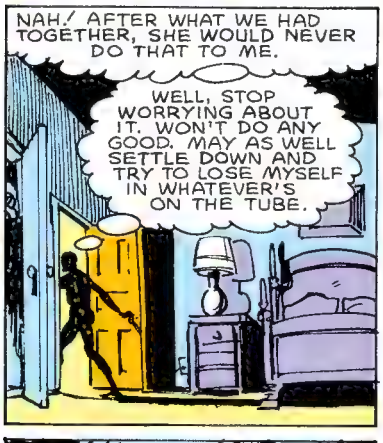

AND HEY, I THOUGHT HE WASN'T WEARING THAT BLACK COSTUME NO MORE!
13

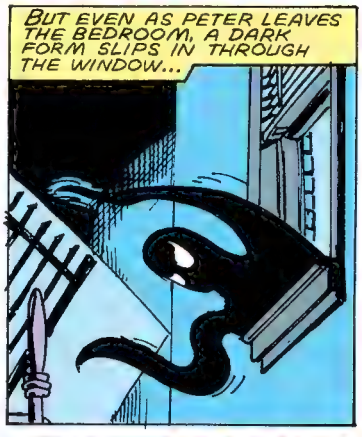

WHILE THE SPOT PREPARES TO ESCALATE HIS BATTLE AGAINST THE AMAZING SPIDER-MAN, DOWNTOWN IN THE CHELSEA DISTRICT, AN AWKWARDLY SWINGING FIGURE--
--MAKES AN EVEN MORE AWKWARD LANDING!
K-KRASSH!
OOOOH! WH-WHERE AM I? WHAT HAPPENED TO ME?
THE LAST THING I REMEMBER I WAS WALKING BY THE BAXTER BUILDING, MINDING MY OWN BUSINESS...
Cheerios
EVERYTHING ELSE IS A BLANK!
I MUST'VE BEEN MUGGED! UNNHH! IT'S TRUE WHAT THEY SAY ABOUT THIS CITY!
OOH! EVERY MUSCLE ACHES! THEY MUST'VE WORKED ME OVER PRETTY GOOD!
WONDER WHY I CAN'T REMEMBER ANY OF IT? AMNESIA MAYBE?
MEANWHILE, THE INK-BLACK ENTITY THAT HAD ENGULFED THE HAPLESS TOURIST SLIDES ITS WAY UP THE BRICK WALLS OF A NEARBY BROWNSTONE...
TO LURK OUTSIDE THE WINDOW OF THE PLACE IT HAS COME TO THINK OF AS ITS HOME...
...THE APARTMENT OF ITS HOST BODY, PETER PARKER!

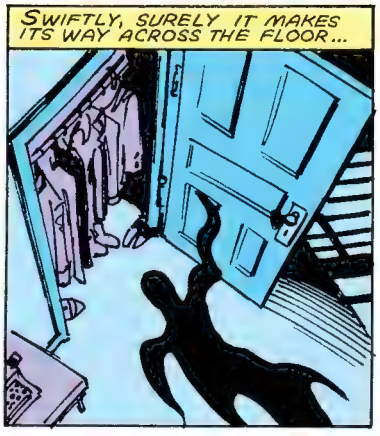


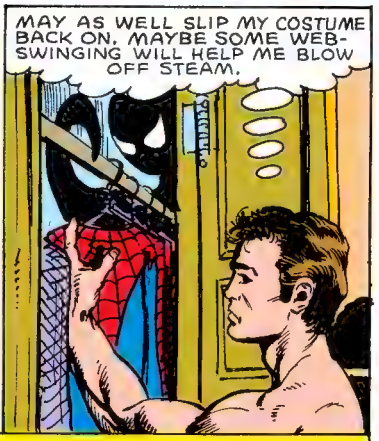





NAH! AFTER WHAT WE HAD TOGETHER, SHE WOULD NEVER DO THAT TO ME.
WELL, STOP WORRYING ABOUT IT. WON'T DO ANY GOOD. MAY AS WELL SETTLE DOWN AND TRY TO LOSE MYSELF IN WHATEVER'S ON THE TUBE.







UH-OH! DON'T MISS THE ALL NEW **WEB OF SPIDER-MAN # 1** TO SEE WHAT HAPPENS HERE. THEN COME BACK FOR THE NEXT ISSUE OF **SPECTACULAR SPIDER-MAN**... IF THERE **IS** A NEXT ISSUE!

MARVEL®
WEB OF
SPIDER-MAN
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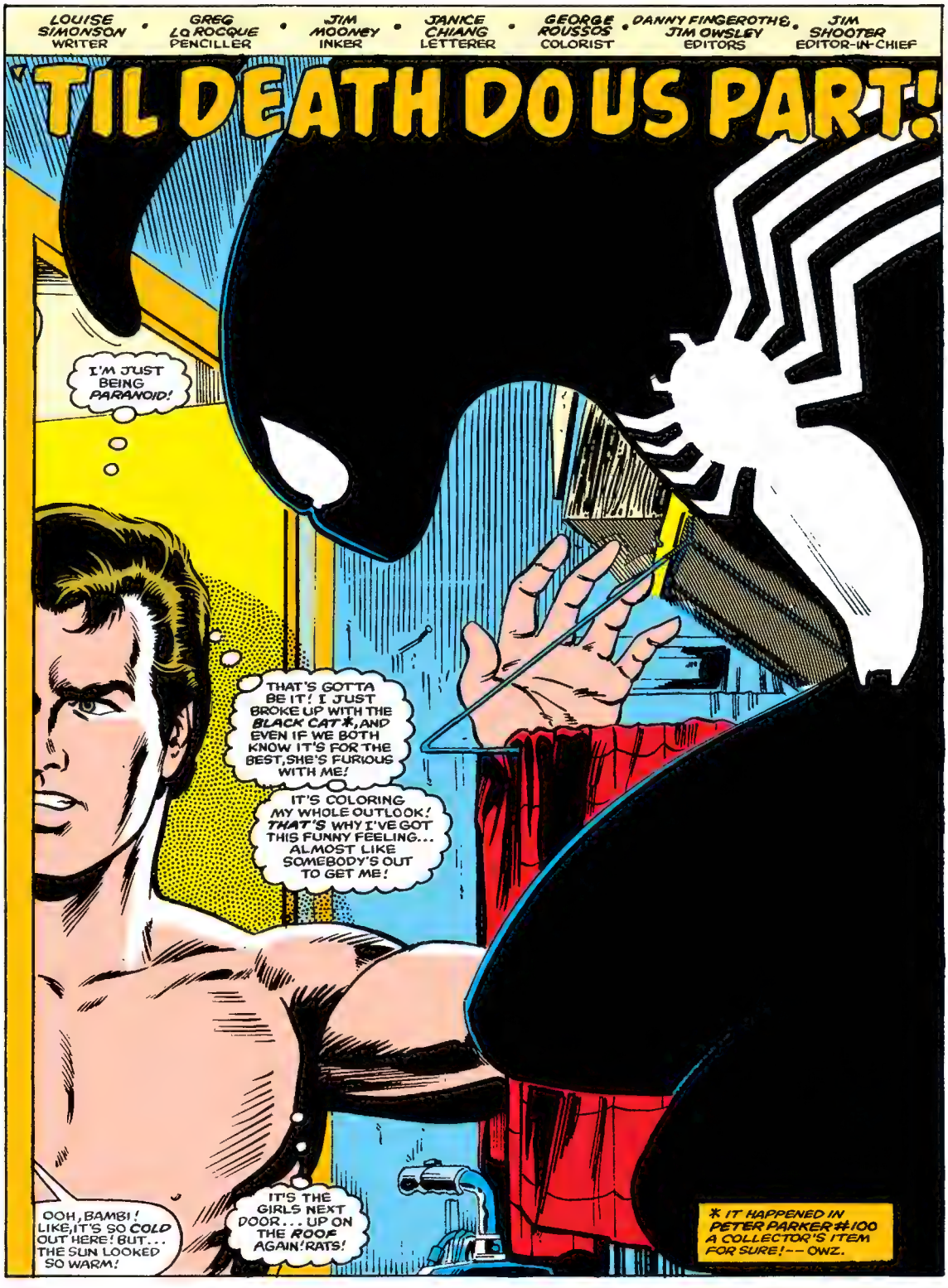
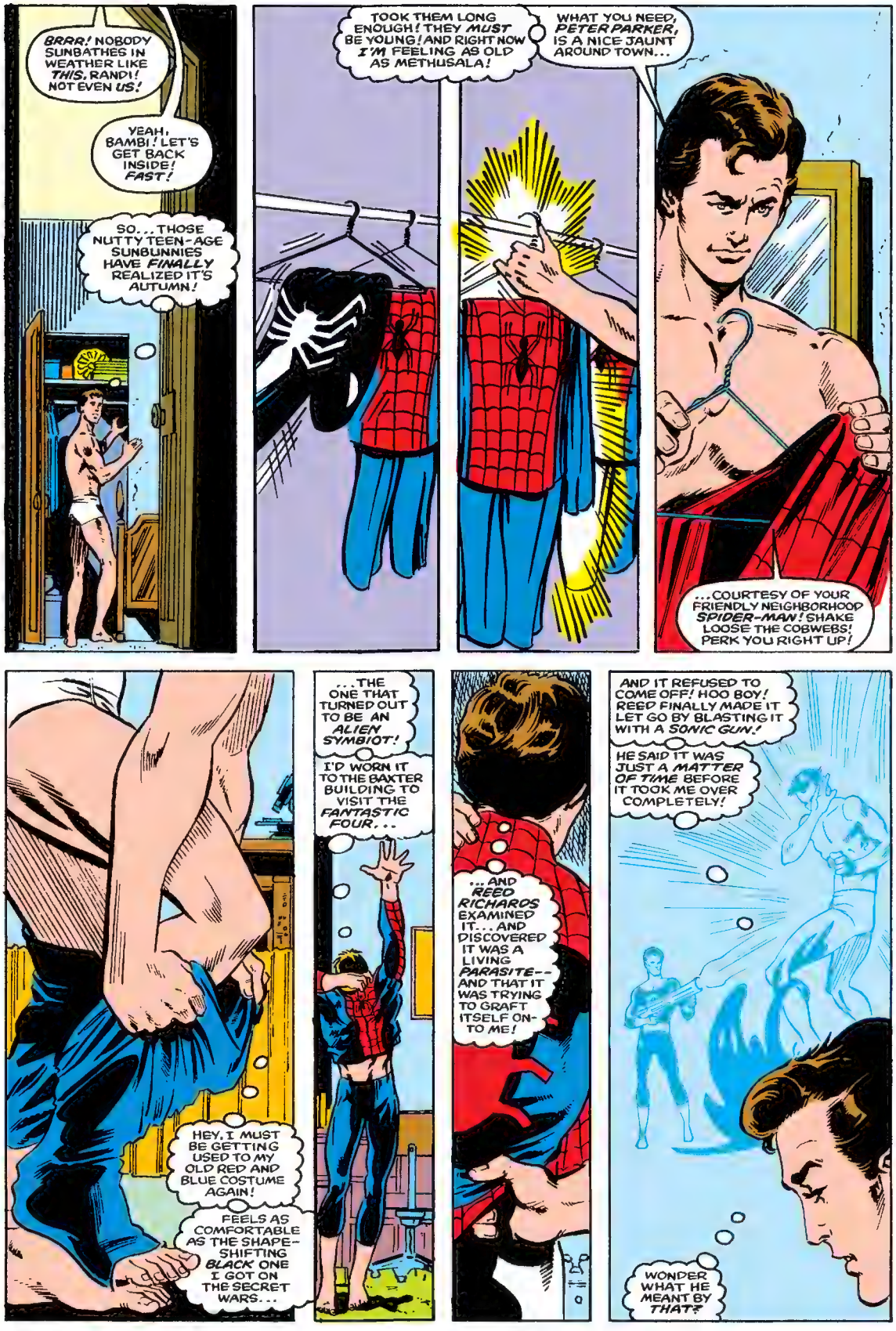
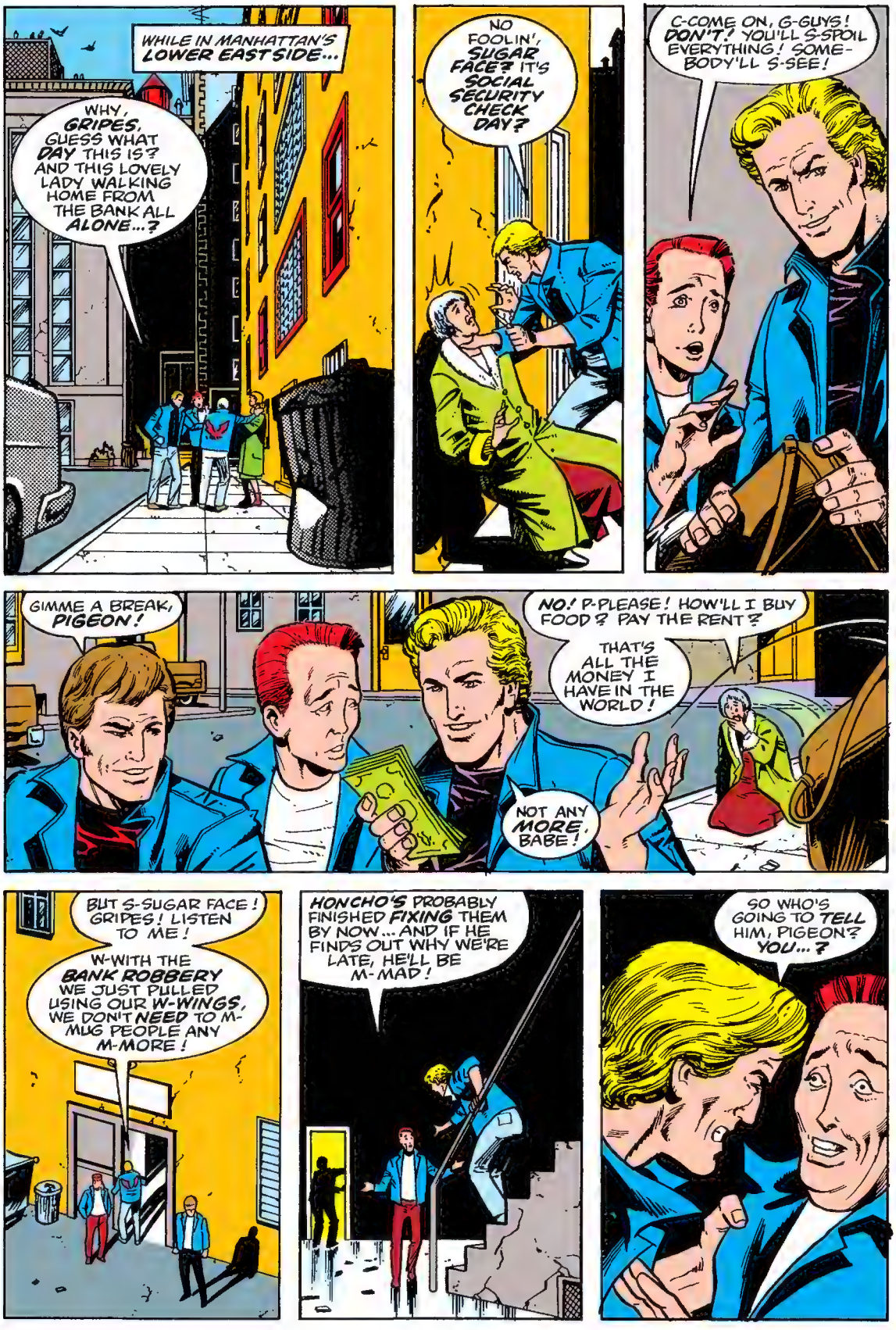
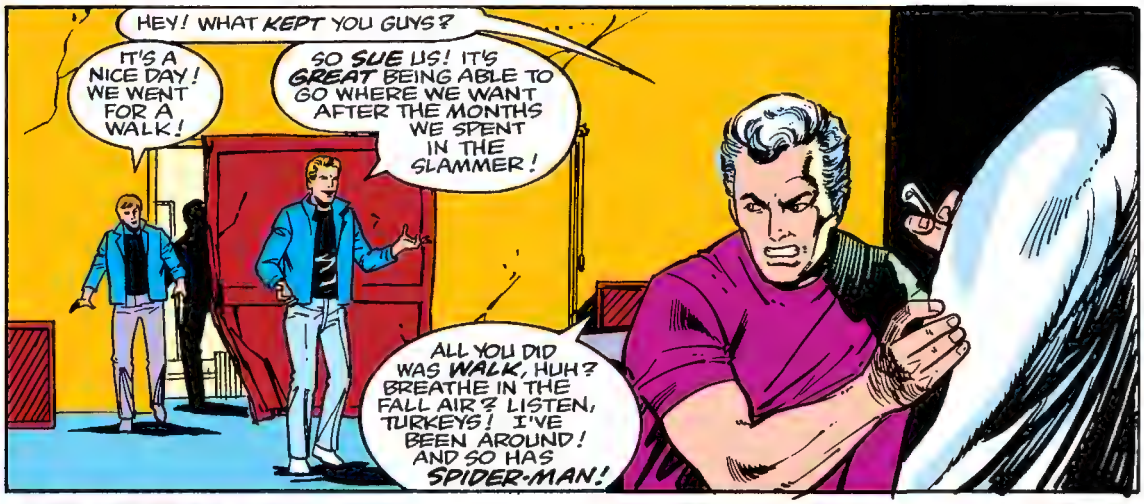
C.VESS


LOUISE SIMONSON WRITER
GREG LaROCQUE PENCILLER
JIM MOONEY INKER
JANICE CHIANG LETTERER
GEORGE ROUSSOS COLORIST
DANNY FINGEROTH & JIM OWSLEY EDITORS
JIM SHOOTER EDITOR-IN-CHIEF
"TIL DEATH DO US PART!
I'M JUST BEING PARANOID!
THAT'S GOTTA BE IT! I JUST BROKE UP WITH THE BLACK CAT*, AND EVEN IF WE BOTH KNOW IT'S FOR THE BEST, SHE'S FURIOUS WITH ME!
IT'S COLORING MY WHOLE OUTLOOK! THAT'S WHY I'VE GOT THIS FUNNY FEELING... ALMOST LIKE SOMEBODY'S OUT TO GET ME!
OOH, BAMBI! LIKE, IT'S SO COLD OUT HERE! BUT... THE SUN LOOKED SO WARM!
IT'S THE GIRLS NEXT DOOR... UP ON THE ROOF AGAIN! RATS!
* IT HAPPENED IN PETER PARKER #100 A COLLECTOR'S ITEM FOR SURE! -- OWZ.

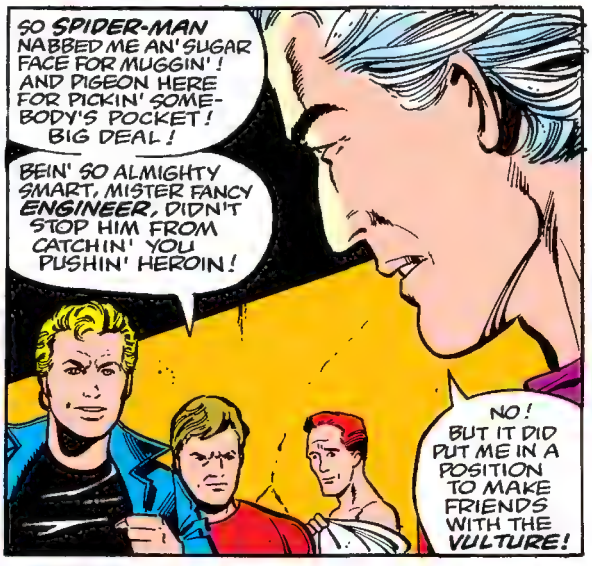

BRRR! NOBODY SUNBATHES IN WEATHER LIKE THIS, RANDI! NOT EVEN US!
YEAH, BAMBI! LET'S GET BACK INSIDE! FAST!
SO... THOSE NUTTY TEEN-AGE SUNBUNNIES HAVE FINALLY REALIZED IT'S AUTUMN!
TOOK THEM LONG ENOUGH! THEY MUST BE YOUNG! AND RIGHT NOW I'M FEELING AS OLD AS METHUSALA!
WHAT YOU NEED, PETER PARKER, IS A NICE JAUNT AROUND TOWN...
...COURTESY OF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN! SHAKE LOOSE THE COBWEBS! PERK YOU RIGHT UP!
HEY, I MUST BE GETTING USED TO MY OLD RED AND BLUE COSTUME AGAIN!
FEELS AS COMFORTABLE AS THE SHAPE-SHIFTING BLACK ONE I GOT ON THE SECRET WARS...
...THE ONE THAT TURNED OUT TO BE AN ALIEN SYMBIOT!
I'D WORN IT TO THE BAXTER BUILDING TO VISIT THE FANTASTIC FOUR...
...AND REED RICHARDS EXAMINED IT... AND DISCOVERED IT WAS A LIVING PARASITE-- AND THAT IT WAS TRYING TO GRAFT ITSELF ON-TO ME!
AND IT REFUSED TO COME OFF! HOO BOY! REED FINALLY MADE IT LET GO BY BLASTING IT WITH A SONIC GUN!
HE SAID IT WAS JUST A MATTER OF TIME BEFORE IT TOOK ME OVER COMPLETELY!
WONDER WHAT HE MEANT BY THAT?

I GUESS WHAT'S REALLY WORRYING ME ARE THE RUMORS ABOUT A BLACK SHADOW SNAKING AROUND TOWN AND TAKING PEOPLE OVER!
MAYBE I SHOULD CALL REED, JUST TO MAKE SURE MY ALIEN COSTUME'S STILL LOCKED AWAY!
AW! SURE IT IS! THE FF DON'T KNOW MY SECRET IDENTITY, BUT IF IT HAD ESCAPED, THEY'D HAVE CONTACTED ME SOMEHOW...
...WOULDN'T THEY?
OLYMPIC XXX
EMPTY! GOTTA ADD NEW WEB FLUID TO MY WEB SHOOTERS AND...
HEY, WHERE'S MY CARTRIDGE BELT? AND MY HOOD AND GLOVES? PROBABLY DROPPED INTO THE BOTTOM OF THE CLOSET!
DARN! SERVES YOU RIGHT, PARKER, FOR HANGING IT UP, INSTEAD OF THROWING IT ON THE CHAIR AS USUAL!
I STILL HAVE THIS FUNNY FEELING, THOUGH! THINK I'LL VISIT REED SOON AS I'M DRESSED!
JUST TO MAKE SURE!
OH...
NO!


WHILE IN MANHATTAN'S LOWER EASTSIDE...
WHY, GRIPES, GUESS WHAT DAY THIS IS? AND THIS LOVELY LADY WALKING HOME FROM THE BANK ALL ALONE...?
NO FOOLIN', SUGAR FACE? IT'S SOCIAL SECURITY CHECK DAY?
C-COME ON, G-GUYS! DON'T! YOU'LL S-SPOIL EVERYTHING! SOMEBODY'LL S-SEE!
GIMME A BREAK, PIGEON!
NO! P-PLEASE! HOW'LL I BUY FOOD? PAY THE RENT?
THAT'S ALL THE MONEY I HAVE IN THE WORLD!
NOT ANY MORE, BABE!
BUT S-SUGAR FACE! GRIPES! LISTEN TO ME!
W-WITH THE BANK ROBBERY WE JUST PULLED USING OUR W-WINGS, WE DON'T NEED TO M-MUG PEOPLE ANY M-MORE!
HONCHO'S PROBABLY FINISHED FIXING THEM BY NOW... AND IF HE FINDS OUT WHY WE'RE LATE, HE'LL BE M-MAD!
SO WHO'S GOING TO TELL HIM, PIGEON? YOU...?

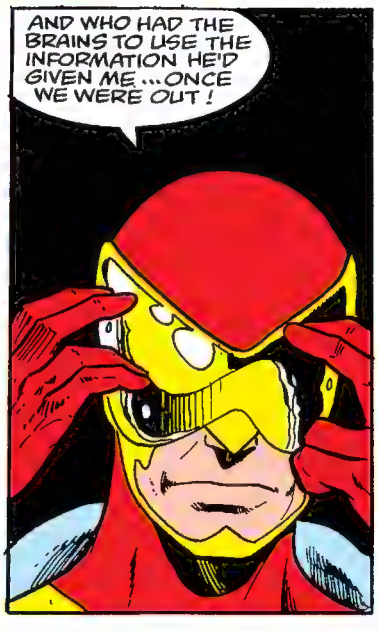

HEY! WHAT KEPT YOU GUYS?
IT'S A NICE DAY! WE WENT FOR A WALK!
SO SUE US! IT'S GREAT BEING ABLE TO GO WHERE WE WANT AFTER THE MONTHS WE SPENT IN THE SLAMMER!
ALL YOU DID WAS WALK, HUH? BREATHE IN THE FALL AIR? LISTEN, TURKEYS! I'VE BEEN AROUND! AND SO HAS SPIDER-MAN!

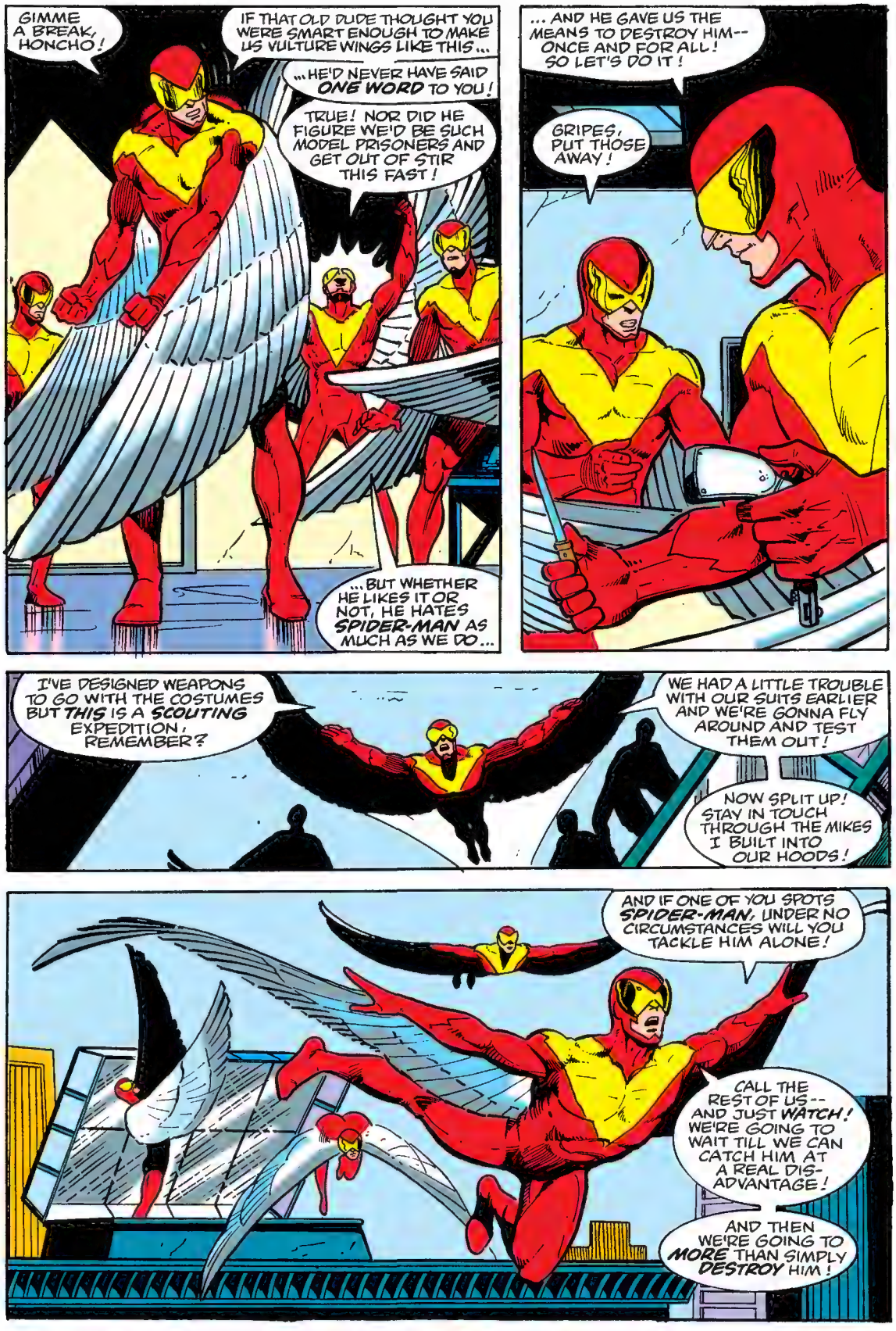
WHY DON'T YOU JUST SEND HIM AN ENGRAVED INVITATION ASKING HIM TO ESCORT YOU BACK TO JAIL!
S-SEE? I S-SAID HE'D BE MAD!
SHUT UP, PIGEON!

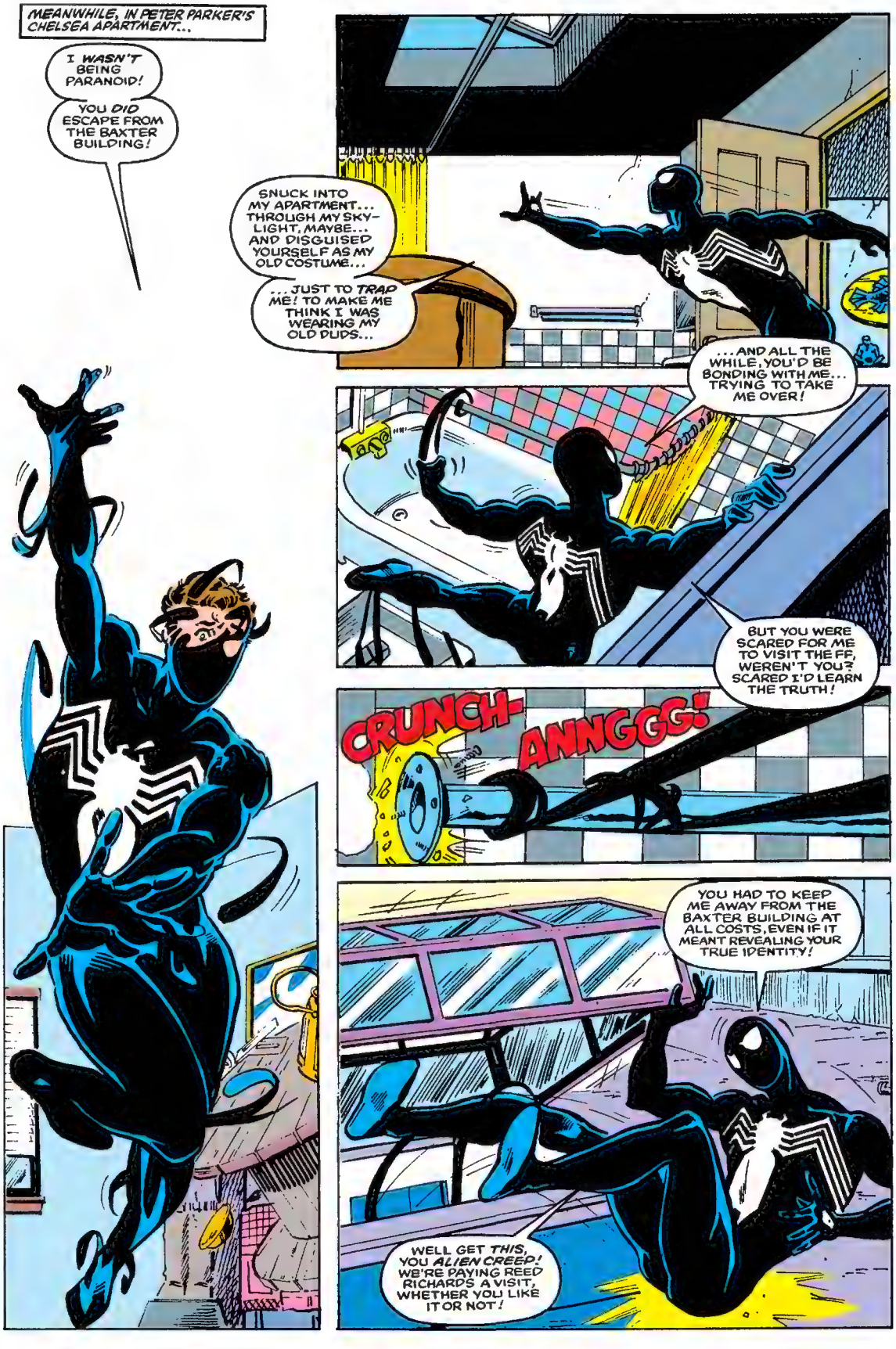

SO SPIDER-MAN NABBED ME AN' SUGAR FACE FOR MUGGIN'! AND PIGEON HERE FOR PICKIN' SOMEBODY'S POCKET! BIG DEAL!
BEIN' SO ALMIGHTY SMART, MISTER FANCY ENGINEER, DIDN'T STOP HIM FROM CATCHIN' YOU PUSHIN' HEROIN!
NO! BUT IT DID PUT ME IN A POSITION TO MAKE FRIENDS WITH THE VULTURE!

AND WORKING IN THE MACHINE SHOP LIKE I DID MADE IT REAL EASY TO SMUGGLE SUPPLIES TO HIM...
...AND TALK TO HIM... LOTS!
Y-YEAH! THAT OLD DUDE WAS SO LONELY HE'D TALK TO ANYBODY!

PARTICULARLY SOMEONE WHO ADMIRED HIS ENGINEERING GENIUS!


AND WHO HAD THE BRAINS TO USE THE INFORMATION HE'D GIVEN ME...ONCE WE WERE OUT!


GIMME A BREAK, HONCHO!
IF THAT OLD DUDE THOUGHT YOU WERE SMART ENOUGH TO MAKE US VULTURE WINGS LIKE THIS...
...HE'D NEVER HAVE SAID ONE WORD TO YOU!
TRUE! NOR DID HE FIGURE WE'D BE SUCH MODEL PRISONERS AND GET OUT OF STIR THIS FAST!
...BUT WHETHER HE LIKES IT OR NOT, HE HATES SPIDER-MAN AS MUCH AS WE DO...
...AND HE GAVE US THE MEANS TO DESTROY HIM-- ONCE AND FOR ALL! SO LET'S DO IT!
GRIPES, PUT THOSE AWAY!
I'VE DESIGNED WEAPONS TO GO WITH THE COSTUMES BUT THIS IS A SCOUTING EXPEDITION, REMEMBER?
WE HAD A LITTLE TROUBLE WITH OUR SUITS EARLIER AND WE'RE GONNA FLY AROUND AND TEST THEM OUT!
NOW SPLIT UP! STAY IN TOUCH THROUGH THE MIKES I BUILT INTO OUR HOODS!
AND IF ONE OF YOU SPOTS SPIDER-MAN, UNDER NO CIRCUMSTANCES WILL YOU TACKLE HIM ALONE!
CALL THE REST OF US-- AND JUST WATCH! WE'RE GOING TO WAIT TILL WE CAN CATCH HIM AT A REAL DIS-ADVANTAGE!
AND THEN WE'RE GOING TO MORE THAN SIMPLY DESTROY HIM!

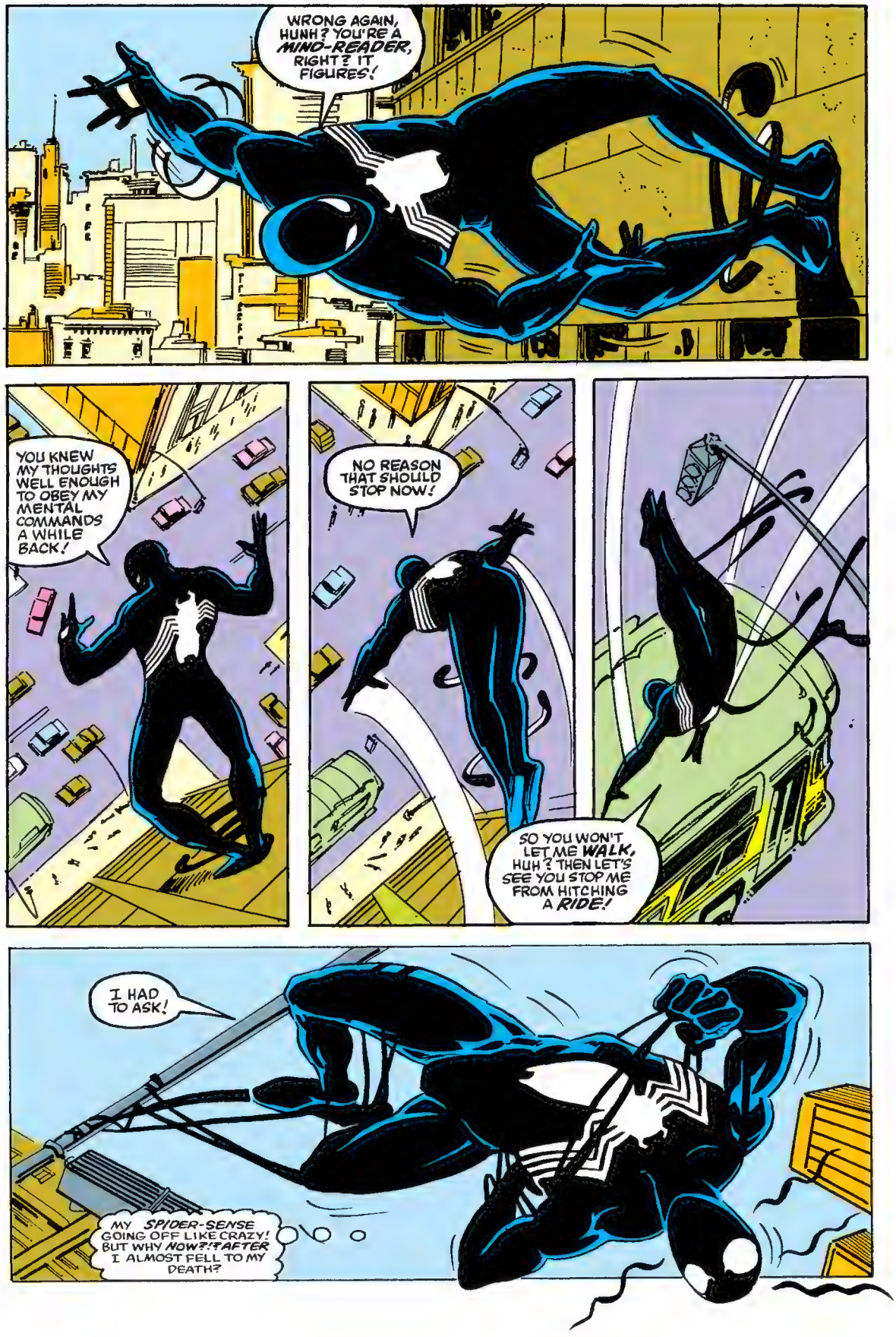

MEANWHILE, IN PETER PARKER'S CHELSEA APARTMENT...
I WASN'T BEING PARANOID!
YOU DID ESCAPE FROM THE BAXTER BUILDING!
SNUCK INTO MY APARTMENT... THROUGH MY SKY-LIGHT, MAYBE... AND DISGUISED YOURSELF AS MY OLD COSTUME...
...JUST TO TRAP ME! TO MAKE ME THINK I WAS WEARING MY OLD DUDS...
...AND ALL THE WHILE, YOU'D BE BONDING WITH ME... TRYING TO TAKE ME OVER!
BUT YOU WERE SCARED FOR ME TO VISIT THE FF, WEREN'T YOU? SCARED I'D LEARN THE TRUTH!
CRUNCH-
ANNGGG!
YOU HAD TO KEEP ME AWAY FROM THE BAXTER BUILDING AT ALL COSTS, EVEN IF IT MEANT REVEALING YOUR TRUE IDENTITY!
WELL GET THIS, YOU ALIEN CREEP! WE'RE PAYING REED RICHARDS A VISIT, WHETHER YOU LIKE IT OR NOT!

GOTTA REACH THE BAXTER BUILDING! MAKE REED GET IT OFF! IF HE CAN!
WHAT IF IT'S BONDED WITH ME ALREADY?!?
NO! DON'T PANIC! KEEP CALM!
I'LL SWING THERE! IT USED TO OBEY MY MENTAL COMMANDS! GOTTA MAKE IT SHOOT A WEB LINE!
SHOOT! SHOOT! DARN YOU!
SWELL!
NOT THE DIRECTION I HAD IN MIND!
NICE TRY, ALIEN, BUT NO DICE! I'LL JUST SWING 'ROUND AND--
THOP!
IT LET GO OF THE WALL! I DON'T BELIEVE IT!
VERY FUNNY, YOU ALIEN MONSTROSITY! SO FIRE ANOTHER ONE! FIRE!
WRONG AGAIN!

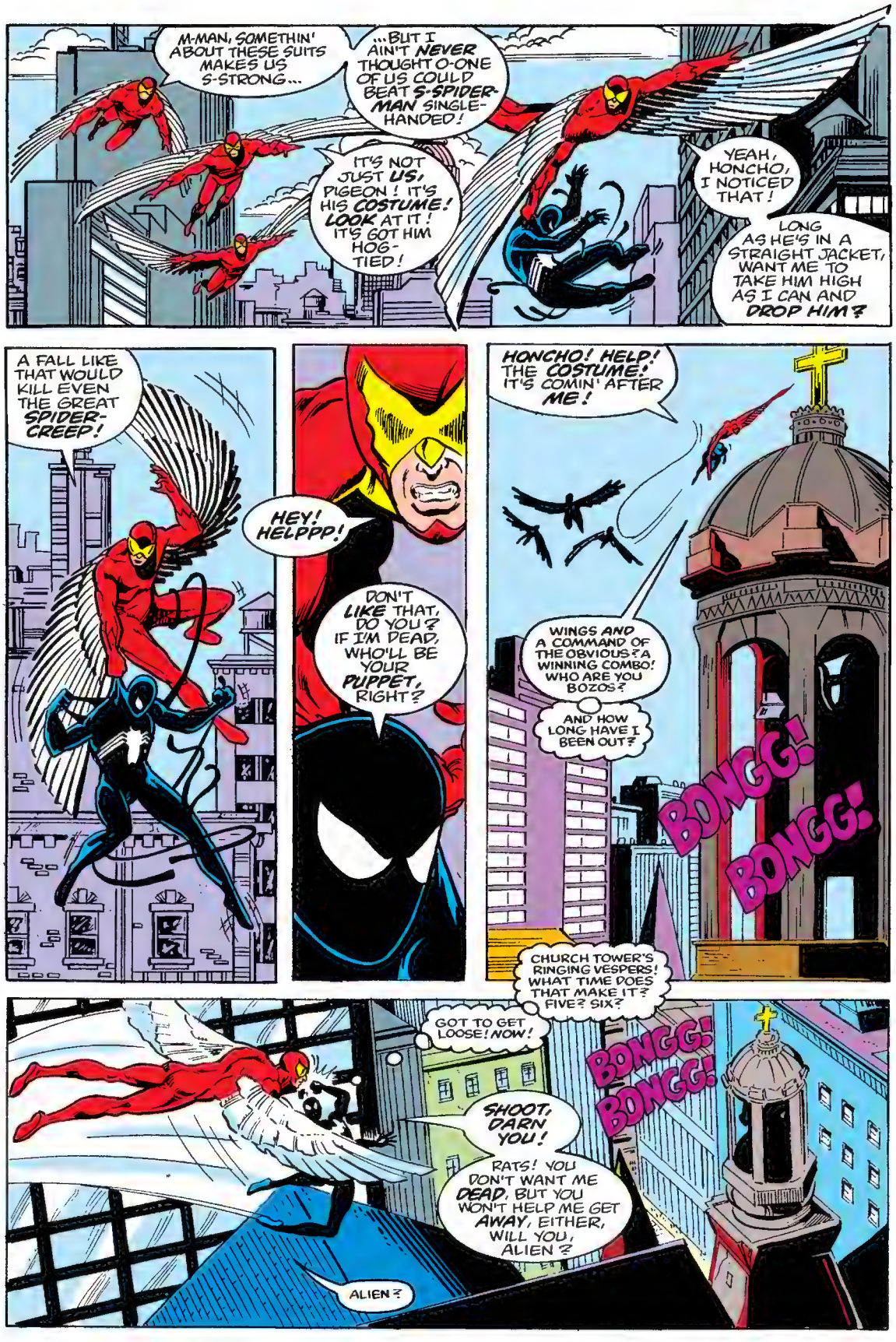
GET OFF OF ME, ALIEN!
BLAST YOU, GET OFF!
HEY! CAN'T LET GO OF THE POLE!
AND NOW I'M SWINGING BACK-WARDS!
TRYING TO MAKE ME YOUR PUPPET, ARE YOU, MONSTER?
CRASH!
WELL, IT WON'T WORK!
SMASH!
CAN'T LET IT WORK! CAN'T--
OUCH.
SLAM!

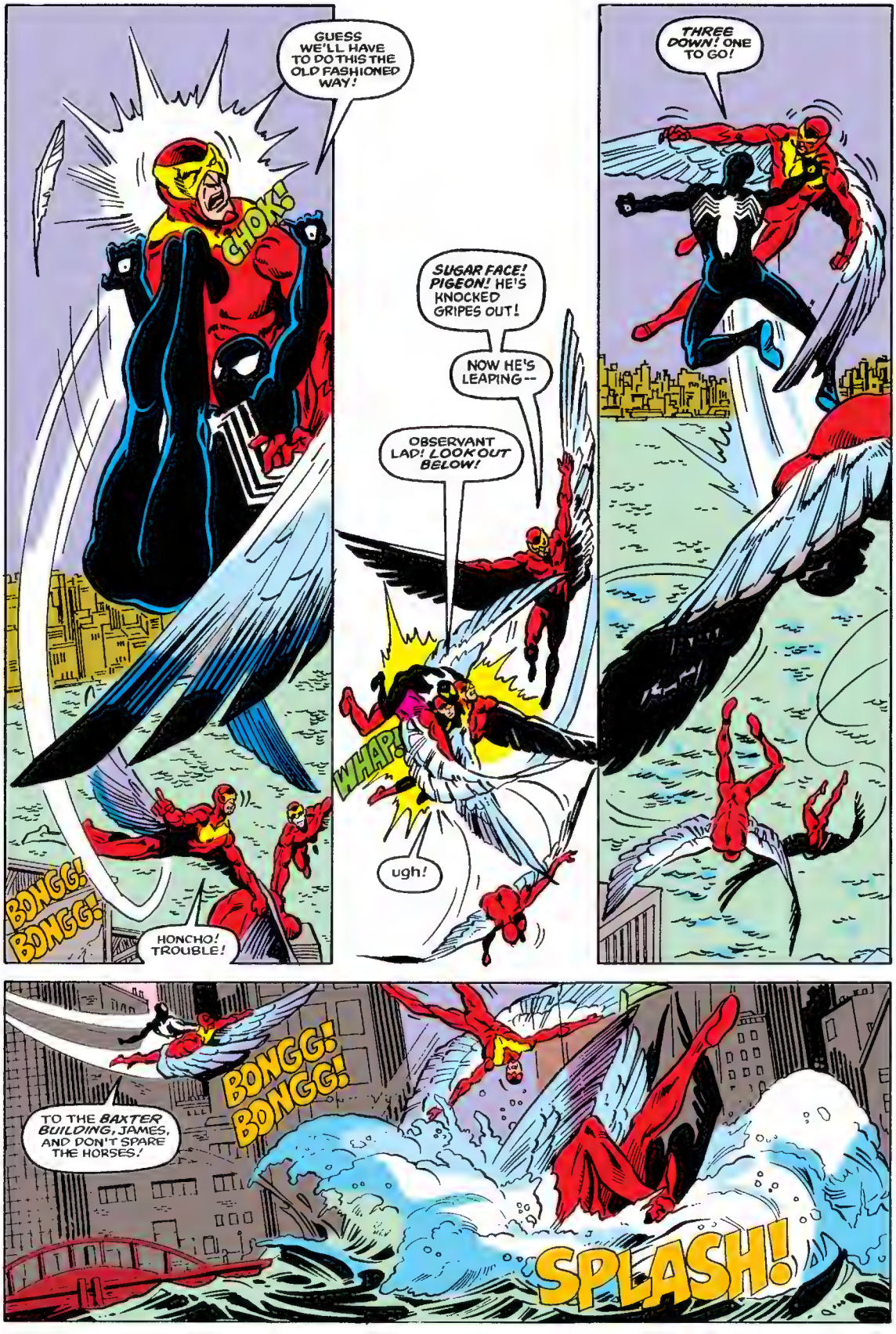
WHILE BLOCKS AWAY...
MAY! MAY PARKER!
MARY JANE! WHAT'RE YOU DOING HERE?
BUYING A PRESENT FOR THE OSBORNES' NEW BABY! PETE AND I ARE THE GOD PARENTS!
I DIDN'T KNOW! I HADN'T SPOKEN TO MY NEPHEW SINCE WE HAD OUR ARGUMENT!
I'M FURIOUS AT HIM FOR DROPPING HIS GRADUATE STUDIES IN BIO-PHYSICS!
I-I'VE HEARD! BUT MAY, BEING A PHOTOGRAPHER'S NO DISGRACE! AND PETE'S GOOD!
LOOK! HIS SPIDER-MAN PHOTO'S IN THE BUGLE AGAIN!
SPIDER-MAN IS A MENACE, MARY JANE! I'VE READ THE BUGLE'S EDITORIALS!
I DON'T LIKE PETER TRAIPSING ALL OVER TOWN AFTER HIM! AND THAT'S NOT THE POINT! PETER LET HIS DREAM DIE!
BUT MAY, WHAT IF HE HAS A NEW DREAM? DOES IT MATTER WHAT HE DOES AS LONG AS HE'S HAPPY?
BUT HE WAS HAPPY BEING A SCIENTIST!
AND A PHOTOGRAPHER!
AND SPIDER-MAN-- THOUGH I'M THE ONLY ONE WHO KNOWS IT!
THAT ONE'S PERFECT, MAY! BUY IT!
MAYBE LATER, SWEETIE! I'M HAVING A FEW LITTLE MONEY PROBLEMS WITH THE HOUSE!
NOTHING TO WORRY PETER WITH-- BUT I REALLY CAN'T SPEND THE MONEY RIGHT NOW!

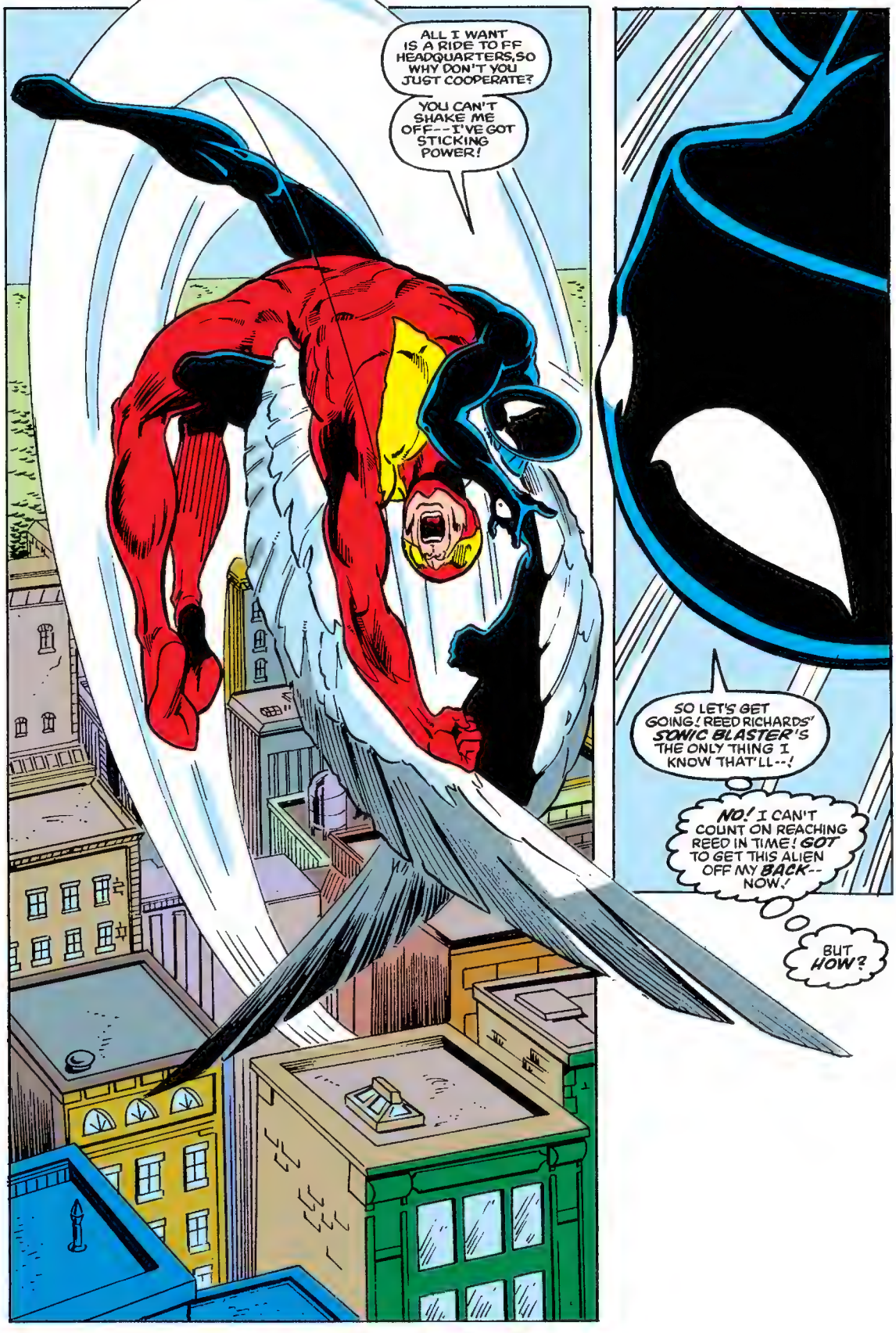
MEANWHILE...
HEY! LET ME GO YOU ALIEN CREEP! LET ME--!
WAIT! SURE I'M SCARED! BUT I CAN'T PANIC! IT'S THE PANIC THAT'S BEATING ME...NOT THE COSTUME!
HEY, GET OUTTA HERE, YOU COSTUMED LUNATIC! WHAT'RE YOU DOIN' OUT THERE, TWITCHIN' AN' MUMBLIN' TO YOURSELF?
YOU ON DRUGS OR WHAT? I'M WRITIN' THE BUGLE, IT'S A DISGRACE...
SHEESH!
THERE'S SPIDER-MAN! HONCHO SAID TO FIND HIM AND--
HEY, WHAT'S WRONG WITH HIM, ANYWAY? HE'S JERKIN' 'ROUND LIKE HE'S HAVIN' SOME KIND OF FIT!
SLAM!
DON'T ATTACK HIM, HONCHO SAID! JUST SIGNAL THE OTHER VULTURIONS WHEN I'VE FOUND HIM!
AN' KEEP MY EYE ON HIM TILL THEY ARRIVE!
DON'T PANIC! STAY CALM! THINK IT THROUGH! ASSESS THE SITUATION! I'M SMARTER THAN IT IS...
I HOPE!
AND I'VE STILL GOT THE PROPORTIONAL SPEED, AGILITY AND STRENGTH OF A SPIDER!
I CAN STILL STICK TO STUFF! ALL MY INNATE POWERS ARE INTACT!
EXCEPT MAYBE MY SPIDER SENSE! IF IT WAS WORKING, IT OUGHTA BE SHRIEKING!
WISH I HAD MY WEB SHOOTERS! TOUGH! IF I CAN'T SWING TO THE BAXTER BUILDING, I'LL JUST HAVE TO WALK THERE!
THE COSTUME CAN'T STOP ME FROM DOING THAT!

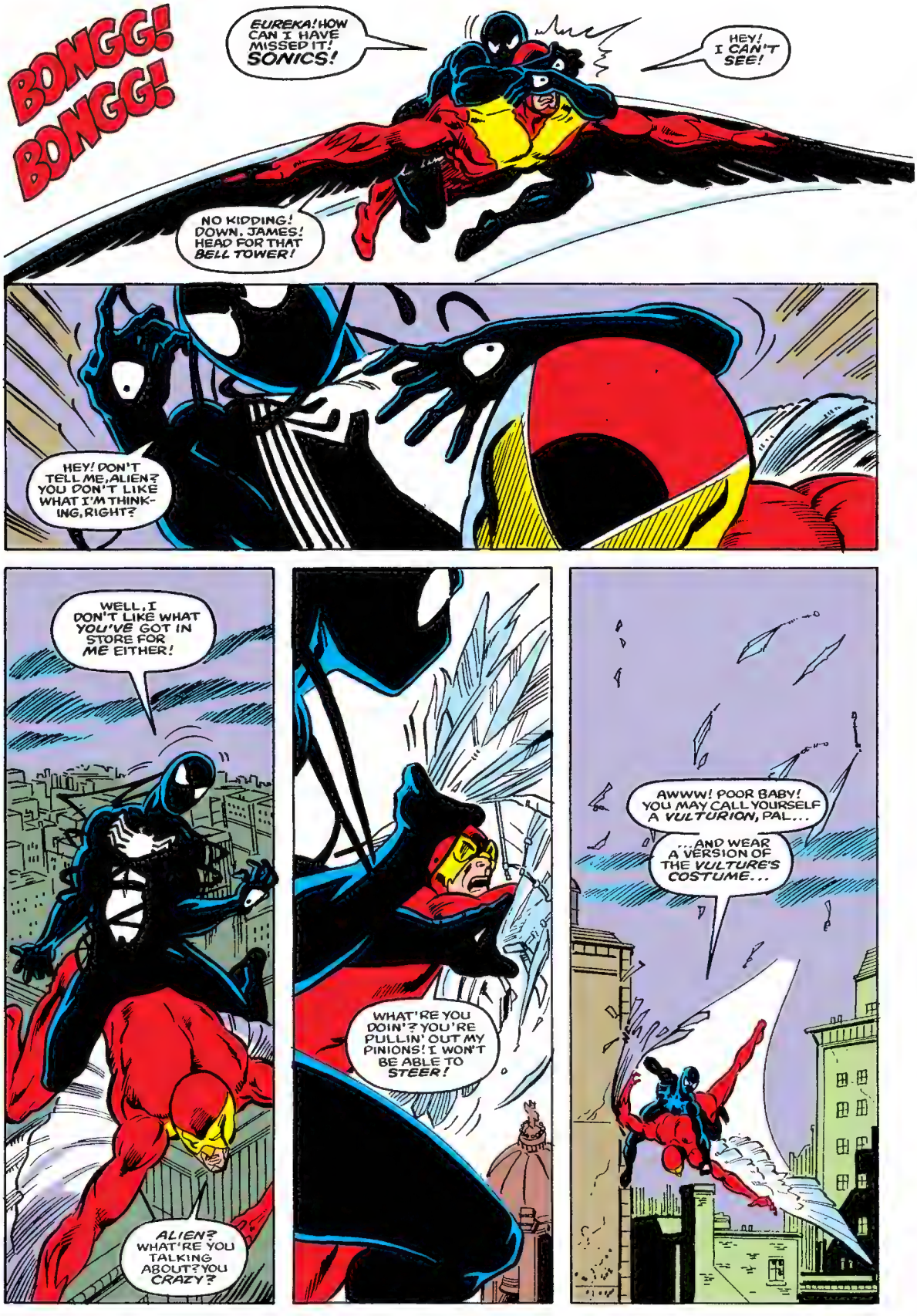

WRONG AGAIN, HUNH? YOU'RE A MIND-READER, RIGHT? IT FIGURES!
YOU KNEW MY THOUGHTS WELL ENOUGH TO OBEY MY MENTAL COMMANDS A WHILE BACK!
NO REASON THAT SHOULD STOP NOW!
SO YOU WON'T LET ME WALK, HUH? THEN LET'S SEE YOU STOP ME FROM HITCHING A RIDE!
I HAD TO ASK!
MY SPIDER-SENSE GOING OFF LIKE CRAZY! BUT WHY NOW?! AFTER I ALMOST FELL TO MY DEATH?

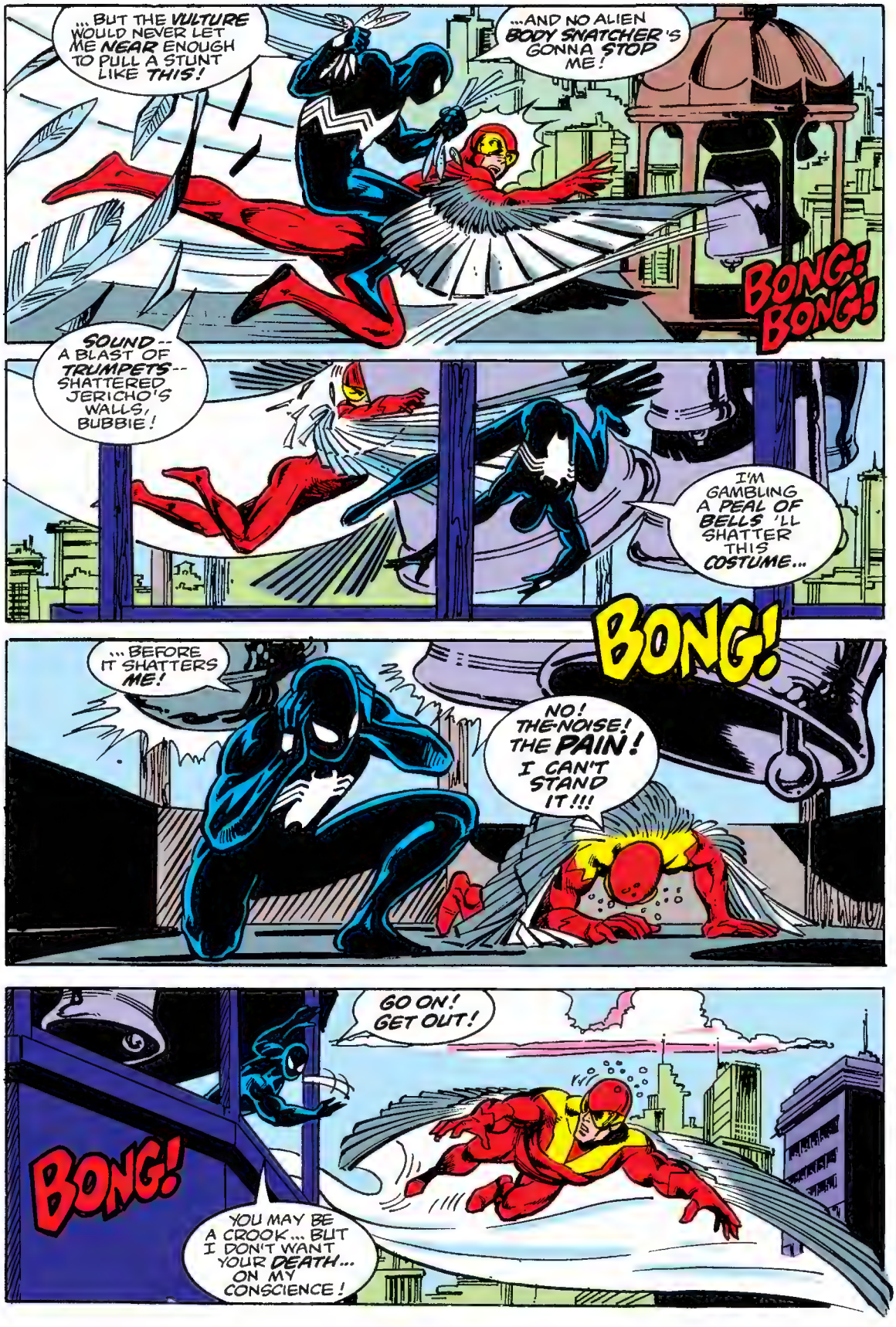
I HEARD YOU WERE HOT STUFF, SPIDER-MAN! BUT YOU'RE ACTIN' LIKE A DUDE ON A BAD TRIP!
BOSS SAID NOT TO TACKLE YOU ALONE, BUT WAITIN' FOR THE OTHER VULTURIONS'D BE A WASTE OF TIME!
THIS'LL TEACH ME NOT TO ASK QUESTIONS I'D JUST AS SOON NOT HAVE ANSWERED!
FRIENDS OF YOURS, ALIEN? HAPPY NOT THAT THEY'RE FLYING ME AWAY FROM THE BAXTER BUILDING?
ALIEN? WHAT ARE YOU, MAN, A PSYCHO? WHAT'RE YOU TALKIN' ABOUT?
THAT'S SOME WEIRD COSTUME YOU GOT THERE! IT'S WHIPPIN' 'ROUND LIKE IT'S ALIVE!
NO KIDDIN'? WHO ARE YOU, ANYWAY? AND WHAT'RE YOU DOING IN THE VULTURE'S COSTUME? ARE YOU WORKING WITH HIM?
YOU NOTICED, DID YOU? WELL, WHAT DO YOU THINK?
I HEARD YOU HERO-TYPES WERE STUCK UP, BUT THAT'S RIDICULOUS!
HONCHO SHOULD'A LET ME BRING THE GUN! BUT THE SHAPE YOU'RE IN, WHO NEEDS IT!
I'LL JUST FIND ME A TALL BUILDING TO SPLAT YOU AGAINST!
:SHEESH!: WHY DOES EVERY CROOK IN TOWN HAVE TO BE A STAND UP COMEDIAN?
T-THERE HE IS, HONCHO!
YEP! LOOKS LIKE YOU IGNORED ORDERS, GRIPES!
TOOK ON SPIDER-MAN ALL BY YOUR LONESOME! YOU'RE LUCKY YOU DIDN'T GET YOURSELF SPLATTERED ALL OVER THE PAVEMENT!


M-MAN, SOMETHIN' ABOUT THESE SUITS MAKES US S-STRONG...
...BUT I AIN'T NEVER THOUGHT O-ONE OF US COULD BEAT S-SPIDER-MAN SINGLE-HANDED!
IT'S NOT JUST US, PIGEON! IT'S HIS COSTUME! LOOK AT IT! IT'S GOT HIM HOG-TIED!
YEAH, HONCHO, I NOTICED THAT!
LONG AS HE'S IN A STRAIGHT JACKET, WANT ME TO TAKE HIM HIGH AS I CAN AND DROP HIM?
A FALL LIKE THAT WOULD KILL EVEN THE GREAT SPIDER-CREEP!
HEY! HELPPP!
DON'T LIKE THAT, DO YOU? IF I'M DEAD, WHO'LL BE YOUR PUPPET, RIGHT?
HONCHO! HELP! THE COSTUME! IT'S COMIN' AFTER ME!
WINGS AND A COMMAND OF THE OBVIOUS? A WINNING COMBO! WHO ARE YOU BOZOS?
AND HOW LONG HAVE I BEEN OUT?
BONGG! BONGG!
CHURCH TOWER'S RINGING VESPERS! WHAT TIME DOES THAT MAKE IT? FIVE? SIX?
GOT TO GET LOOSE! NOW!
BONGG! BONGG!
SHOOT, DARN YOU!
RATS! YOU DON'T WANT ME DEAD, BUT YOU WON'T HELP ME GET AWAY, EITHER, WILL YOU, ALIEN?
ALIEN?


GUESS WE'LL HAVE TO DO THIS THE OLD FASHIONED WAY!
CHOK!
BONGG! BONGG!
HONCHO! TROUBLE!
SUGAR FACE! PIGEON! HE'S KNOCKED GRIPES OUT!
NOW HE'S LEAPING--
OBSERVANT LAD! LOOK OUT BELOW!
WHAP!
ugh!
THREE DOWN! ONE TO GO!
TO THE BAXTER BUILDING, JAMES, AND DON'T SPARE THE HORSES!
BONGG! BONGG!
SPLASH!

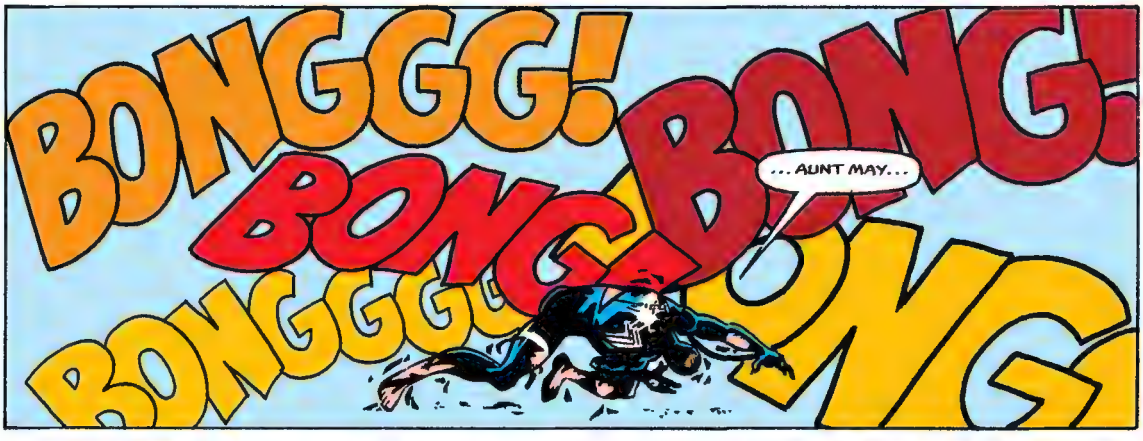

ALL I WANT IS A RIDE TO FF HEADQUARTERS, SO WHY DON'T YOU JUST COOPERATE?
YOU CAN'T SHAKE ME OFF--I'VE GOT STICKING POWER!
SO LET'S GET GOING! REED RICHARDS' SONIC BLASTER'S THE ONLY THING I KNOW THAT'LL--!
NO! I CAN'T COUNT ON REACHING REED IN TIME! GOT TO GET THIS ALIEN OFF MY BACK--NOW!
BUT HOW?

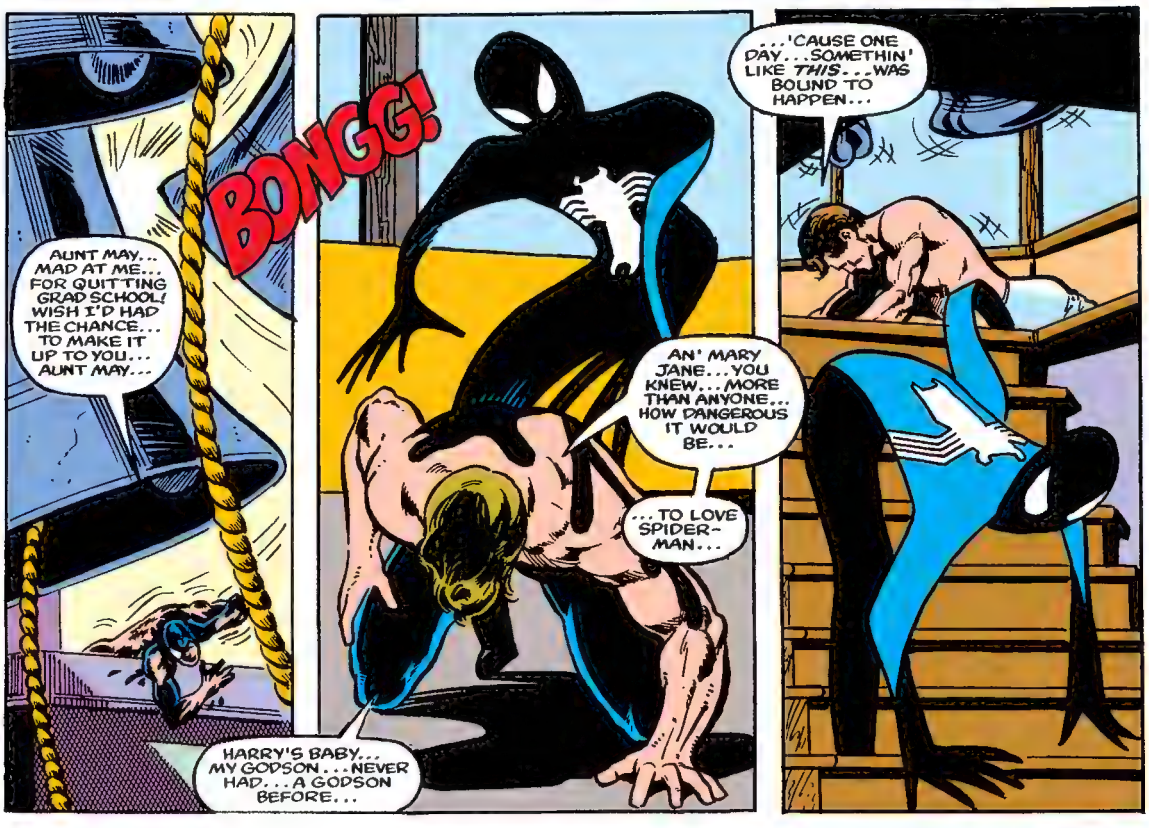

BONGG! BONGG!
EUREKA! HOW CAN I HAVE MISSED IT! SONICS!
HEY! I CAN'T SEE!
NO KIDDING! DOWN, JAMES! HEAD FOR THAT BELL TOWER!
HEY! DON'T TELL ME, ALIEN? YOU DON'T LIKE WHAT I'M THINKING, RIGHT?
WELL, I DON'T LIKE WHAT YOU'VE GOT IN STORE FOR ME EITHER!
ALIEN? WHAT'RE YOU TALKING ABOUT? YOU CRAZY?
WHAT'RE YOU DOIN'? YOU'RE PULLIN' OUT MY PINIONS! I WON'T BE ABLE TO STEER!
AWWW! POOR BABY! YOU MAY CALL YOURSELF A VULTURION, PAL...
...AND WEAR A VERSION OF THE VULTURE'S COSTUME...

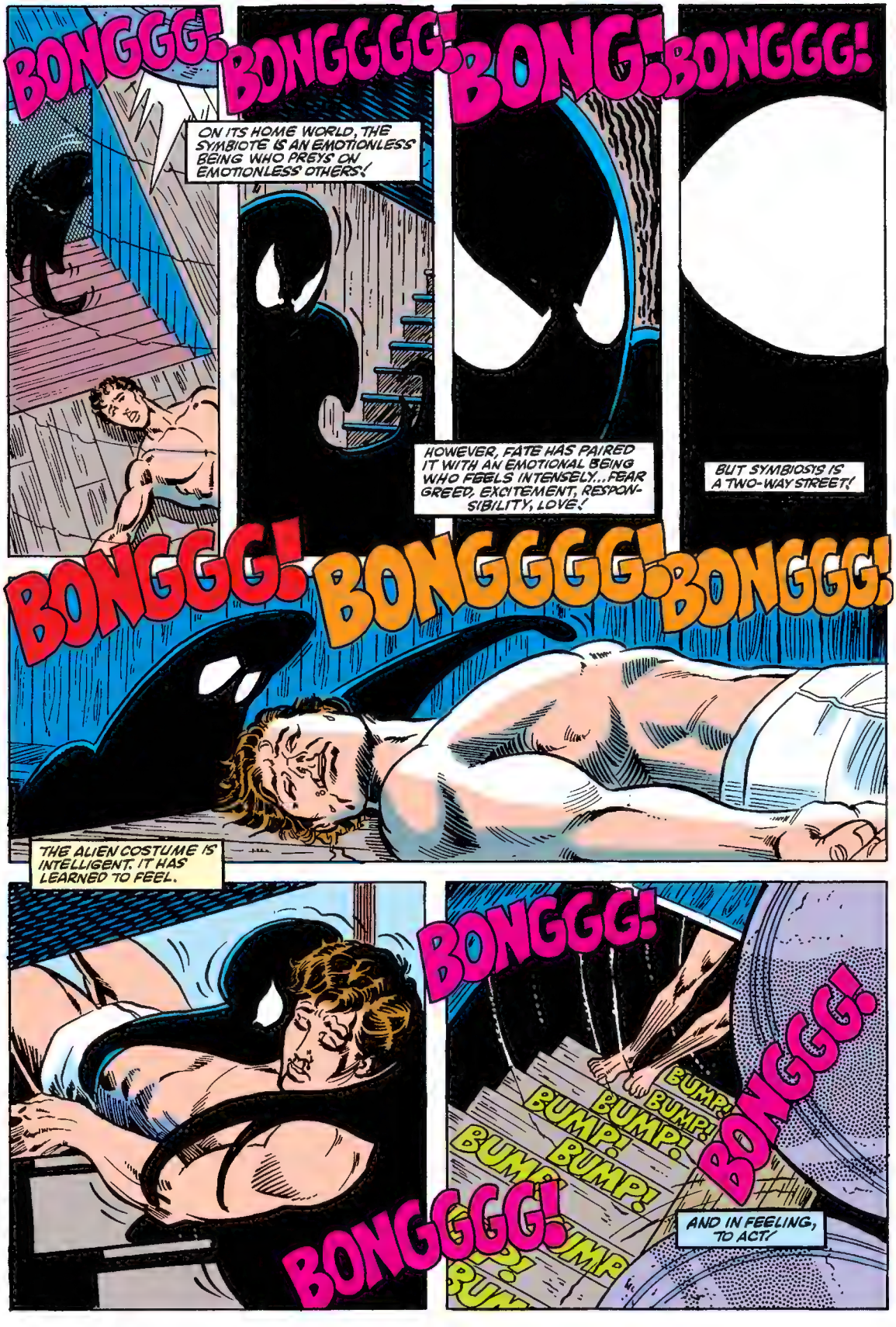

...BUT THE VULTURE WOULD NEVER LET ME NEAR ENOUGH TO PULL A STUNT LIKE THIS!
...AND NO ALIEN BODY SNATCHER'S GONNA STOP ME!
BONG! BONG!
SOUND-- A BLAST OF TRUMPETS-- SHATTERED JERICHO'S WALLS, BUBBIE!
I'M GAMBLING A PEAL OF BELLS 'LL SHATTER THIS COSTUME...
BONG!
...BEFORE IT SHATTERS ME!
NO! THE NOISE! THE PAIN! I CAN'T STAND IT!!!
GO ON! GET OUT!
BONG!
YOU MAY BE A CROOK... BUT I DON'T WANT YOUR DEATH... ON MY CONSCIENCE!

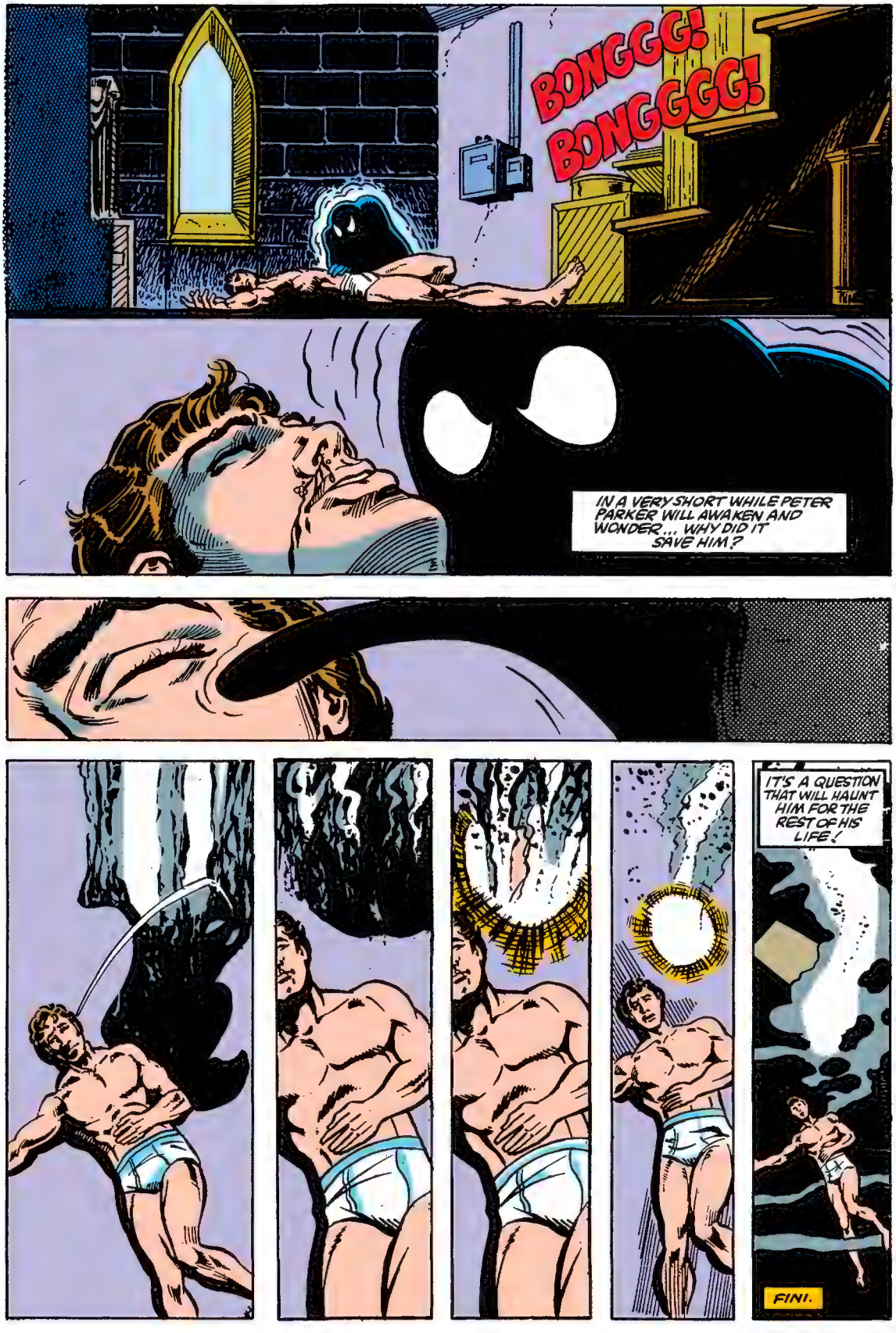
SOUND! THAT'S THE ANSWER, ISN'T IT?
THESE BELLS MAY TURN MY BRAINS TO JELL-O, BUT IT SURE AS HECK'S GONNA GET YOU, PAL!
BONGGG!
BONGGGG!
DON'T YOU SEE? I COULDN'T STAND BEING A PUPPET! I'D RATHER DIE!
AND WHAT GOOD WOULD I BE TO YOU THEN?!
BONGGG!
BONGG!
MIGHT... AS WELL JUST LEAVE... GO BEFORE...
...I LOSE MY SENSE OF HUMOR ABOUT THIS...

BONGGG!BONG
ONGGG
FUNNY...
...CAN'T HELP THINKING ABOUT...


BONGGG!
BONG
BONGGGG
BONG!
BONG
...AUNT MAY...


AUNT MAY... MAD AT ME... FOR QUITTING GRAD SCHOOL! WISH I'D HAD THE CHANCE... TO MAKE IT UP TO YOU... AUNT MAY...
BONGG!
HARRY'S BABY... MY GODSON... NEVER HAD... A GODSON BEFORE...
AN' MARY JANE... YOU KNEW... MORE THAN ANYONE... HOW DANGEROUS IT WOULD BE...
...TO LOVE SPIDER-MAN...
...'CAUSE ONE DAY... SOMETHIN' LIKE THIS... WAS BOUND TO HAPPEN...


BONGGG!
BONGGGG!
BONG!
BONGGG!
ON ITS HOME WORLD, THE SYMBIOTE IS AN EMOTIONLESS BEING WHO PREYS ON EMOTIONLESS OTHERS!
HOWEVER, FATE HAS PAIRED IT WITH AN EMOTIONAL BEING WHO FEELS INTENSELY...FEAR GREED, EXCITEMENT, RESPONSIBILITY, LOVE!
BUT SYMBIOSIS IS A TWO-WAY STREET!
BONGGG!
BONGGGG!
BONGGG!
THE ALIEN COSTUME IS INTELLIGENT. IT HAS LEARNED TO FEEL.
BONGGG!
BUMP!
BUMP!
BUMP!
BUMP!
BUMP!
BONGGG!
BONGGGG!
AND IN FEELING, TO ACT!

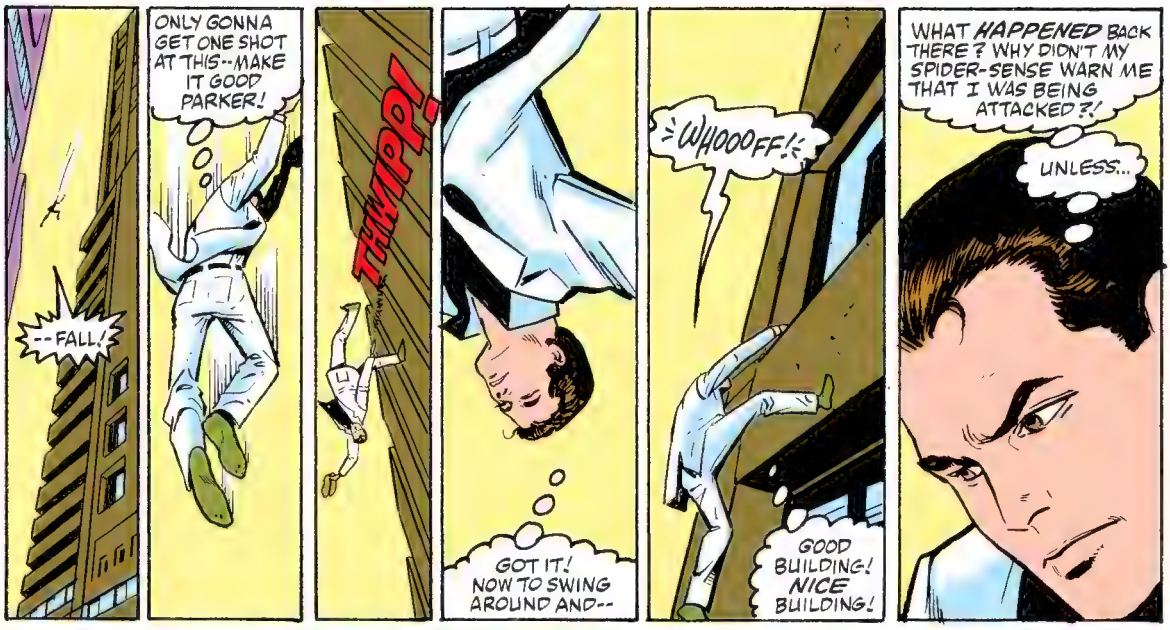

BONGGG!
BONGGGG!
IN A VERY SHORT WHILE PETER PARKER WILL AWAKEN AND WONDER... WHY DID IT SAVE HIM?
IT'S A QUESTION THAT WILL HAUNT HIM FOR THE REST OF HIS LIFE!
FINI.

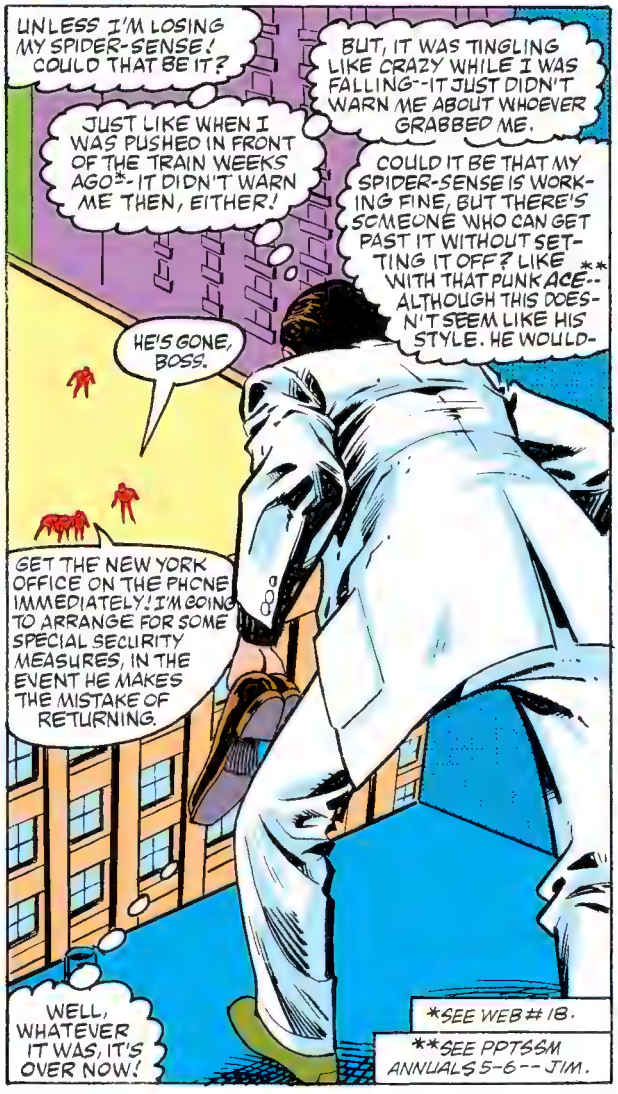
AND SOON...
MY EXPENSES TO APPALACHIA WERE PAID FOR, BUT I DIDN'T MAKE ANY FREELANCE MONEY.
I'M BROKE AS EVER! I--
HMM...LOOKS LIKE AN EXPRESS TRAIN'S BEEN RE-ROUTED TO THE LOCAL TRACK. I'D BETTER STEP BACK UNTIL--
--HNH?!
THAT BOY--!
HE'LL BE RUN OVER--!
RUN
BLEBLUMBLEBLUMBL
I'VE NEVER SEEN ANYONE MOVE SO FAST!
BUT HE'S TREM-BLING! SO PALE!
YOU'D BE FREAKED TOO, FELLA, IF YOU'D ALMOST BEEN KILLED!
I...I-I'M NOT SHAKING... BECAUSE I WAS ALMOST KILLED!
I'M SHAKING... B-BECAUSE I WAS ALMOST KILLED--
-- AND MY SPIDER-SENSE DIDN'T WARN ME!!
TO BE CONTINUED...

EXCERPT FROM *WEB OF SPIDER-MAN #24*

PLOTTER: DAVID MICHELINIE • SCRIPTER: LEN KAMINSKI • PENCILER: DELL BARRAS • INKER: VINCE COLLETTA
COLORIST: BOB SHAREN • LETTERER: RICK PARKER • ASSISTANT EDITOR: ADAM BLAUSTEIN • EDITOR: JIM SALICRUP

EEYAAAHH!
THWIPPP!
UURRF
WELL, HE'LL HAVE A KING-SIZE EXCEDRIN HEADACHE WHEN HE WAKES UP, BUT IT'S BETTER THAN BEING A PUBLIC RORCHACH TEST.
THINK I BETTER CHECK OUT THE PENT-HOUSE, JUST SO AS I DON'T HAVE TO DO ANY MORE LAST-MINUTE RESCUING TONIGHT.
ONCE I'M THERE, I CAN WHIP UP A MAKESHIFT WEB-MASK TO HIDE MY FACE--
HEY! WHAT TH--?! SOMEONE'S GRABBING MY ANKLE!
MY LEG! OFF-BALANCE-- I'M GOING TO--

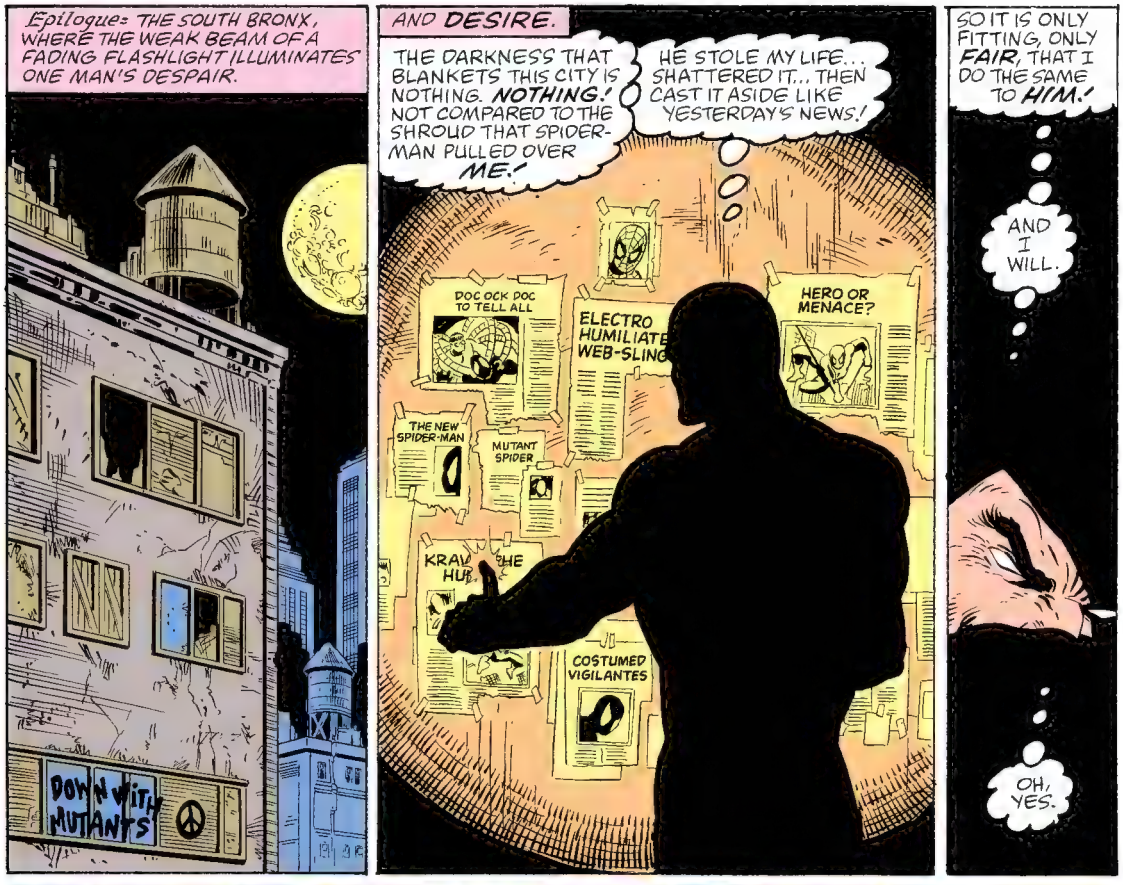

--FALL!
ONLY GONNA GET ONE SHOT AT THIS--MAKE IT GOOD PARKER!
THWIPP!
GOT IT! NOW TO SWING AROUND AND--
WHOOOFF!
GOOD BUILDING! NICE BUILDING!
WHAT HAPPENED BACK THERE? WHY DIDN'T MY SPIDER-SENSE WARN ME THAT I WAS BEING ATTACKED?!
UNLESS...

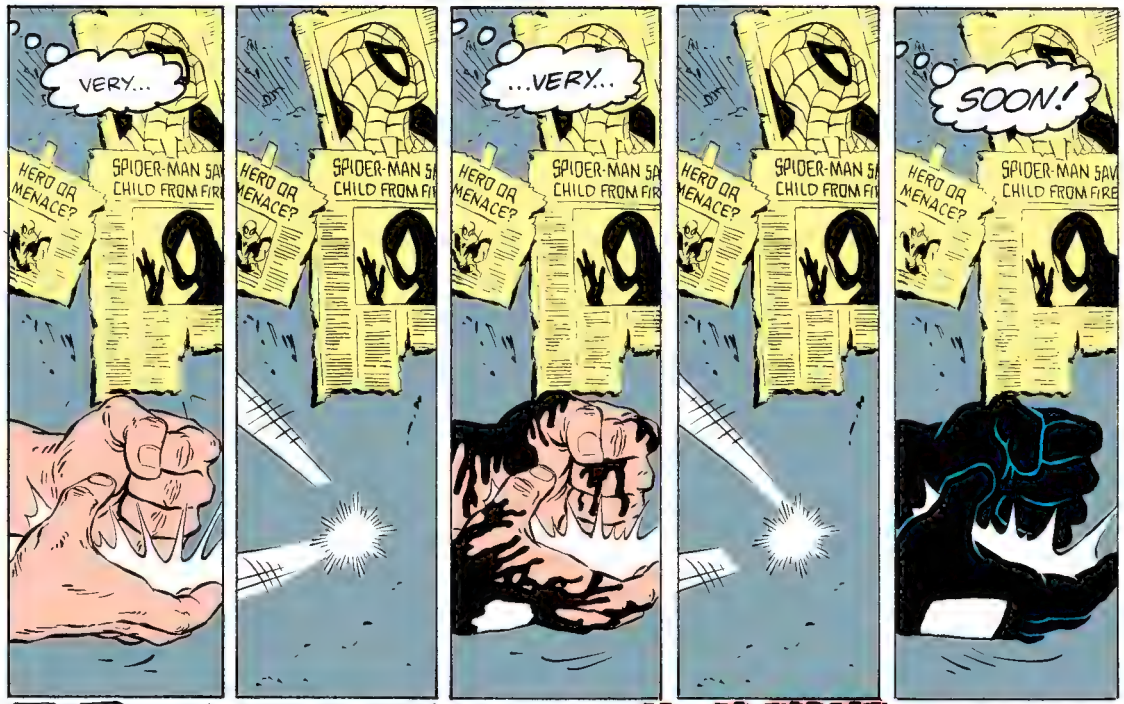

UNLESS I'M LOSING MY SPIDER-SENSE! COULD THAT BE IT?
JUST LIKE WHEN I WAS PUSHED IN FRONT OF THE TRAIN WEEKS AGO*--IT DIDN'T WARN ME THEN, EITHER!
BUT, IT WAS TINGLING LIKE CRAZY WHILE I WAS FALLING--IT JUST DIDN'T WARN ME ABOUT WHOEVER GRABBED ME.
COULD IT BE THAT MY SPIDER-SENSE IS WORKING FINE, BUT THERE'S SOMEONE WHO CAN GET PAST IT WITHOUT SETTING IT OFF? LIKE WITH THAT PUNK ACE**--ALTHOUGH THIS DOESN'T SEEM LIKE HIS STYLE. HE WOULD-
HE'S GONE, BOSS.
GET THE NEW YORK OFFICE ON THE PHONE IMMEDIATELY! I'M GOING TO ARRANGE FOR SOME SPECIAL SECURITY MEASURES, IN THE EVENT HE MAKES THE MISTAKE OF RETURNING.
WELL, WHATEVER IT WAS, IT'S OVER NOW!
*SEE WEB #18.
**SEE PPTSSM ANNUALS 5-6--JIM.

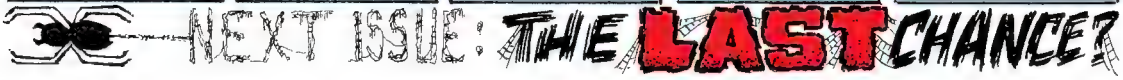
WHICH IS A GOOD THING, 'CAUSE I'VE GOT MORE IMPORTANT THINGS TO WORRY ABOUT.
LIKE WHO IS BEHIND THESE ATTACKS? WHY ARE THEY DOING IT? AND, MOST IMPORTANT--
WHEN WILL THEY STRIKE AGAIN?!

EXCERPT FROM *AMAZING SPIDER-MAN #298*

WRITER: DAVID MICHELINIE • PENCILER: TODD McFARLANE • INKER: BOB McLEOD • COLORIST: JANET JACKSON
LETTERERS: RICK PARKER & KEN LOPEZ • ASSISTANT EDITOR: GLENN HERDLING • EDITOR: JIM SALICRUP


Epilogue: THE SOUTH BRONX, WHERE THE WEAK BEAM OF A FADING FLASHLIGHT ILLUMINATES ONE MAN'S DESPAIR.
DOWN WITH MUTANTS
AND DESIRE.
THE DARKNESS THAT BLANKETS THIS CITY IS NOTHING. NOTHING! NOT COMPARED TO THE SHROUD THAT SPIDER-MAN PULLED OVER ME!
HE STOLE MY LIFE... SHATTERED IT... THEN CAST IT ASIDE LIKE YESTERDAY'S NEWS!
DOC OCK DOC TO TELL ALL
ELECTRO HUMILIATE WEB-SLING
HERO OR MENACE?
THE NEW SPIDER-MAN
MUTANT SPIDER
COSTUMED VIGILANTES
SO IT IS ONLY FITTING, ONLY FAIR, THAT I DO THE SAME TO HIM!
AND I WILL.
OH, YES.

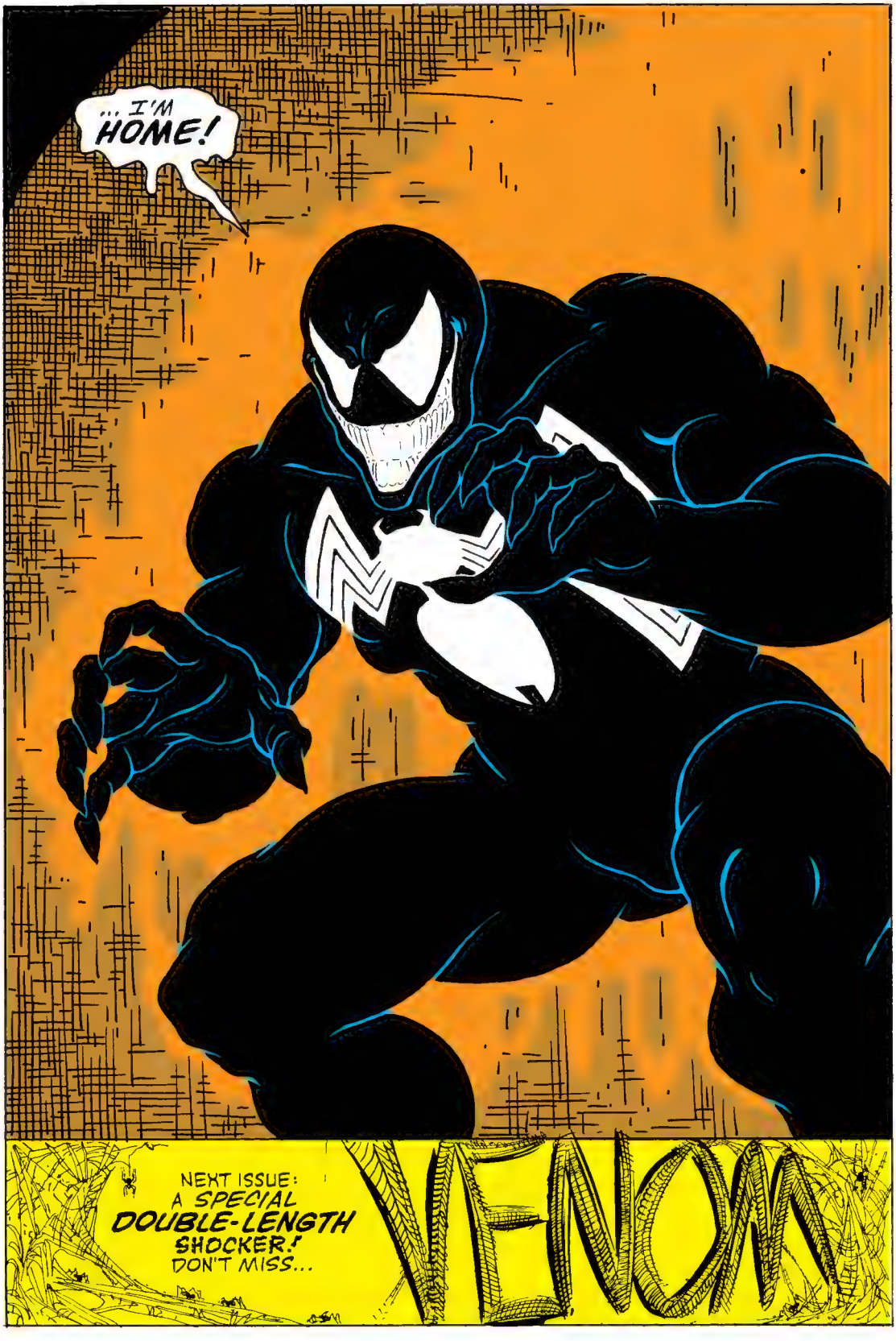




EXCERPT FROM *AMAZING SPIDER-MAN #299*

WRITER: DAVID MICHELINIE • PENCILER: TODD McFARLANE • INKER: BOB McLEOD • COLORIST: BOB SHAREN
LETTERER: RICK PARKER • ASSISTANT EDITOR: GLENN HERDLING • EDITOR: JIM SALICRUP

BUT AT THAT MOMENT, ON CHELSEA STREET...
DARN! SHOPPING USUALLY MAKES ME FEEL BETTER--
CHELSEA
--BUT I'M STILL ANGRY AT PETER! HE'S OUT LATE, PROBABLY OFF BEING SPIDER-MAN, AND HE DIDN'T EVEN LEAVE A MESSAGE ON OUR ANSWERING MACHINE!
I MEAN, I DON'T EXPECT A MOMENT-BY-MOMENT ACCOUNT OF HIS WHEREABOUTS--
--BUT A LITTLE CONSIDERATION WOULD BE--
--OH!
PETER!
WHAT WERE YOU DOING SITTING IN THE DARK? NEVER MIND, I'VE GOT A FEW NITS TO PICK WITH--
-- PETER? YOUR BREATHING SOUNDS FUNNY. ARE YOU ALL--
HI, HONEY...
OH, GOD.


...I'M HOME!
NEXT ISSUE: A SPECIAL DOUBLE-LENGTH SHOCKER! DON'T MISS...
VENOM

MARVEL
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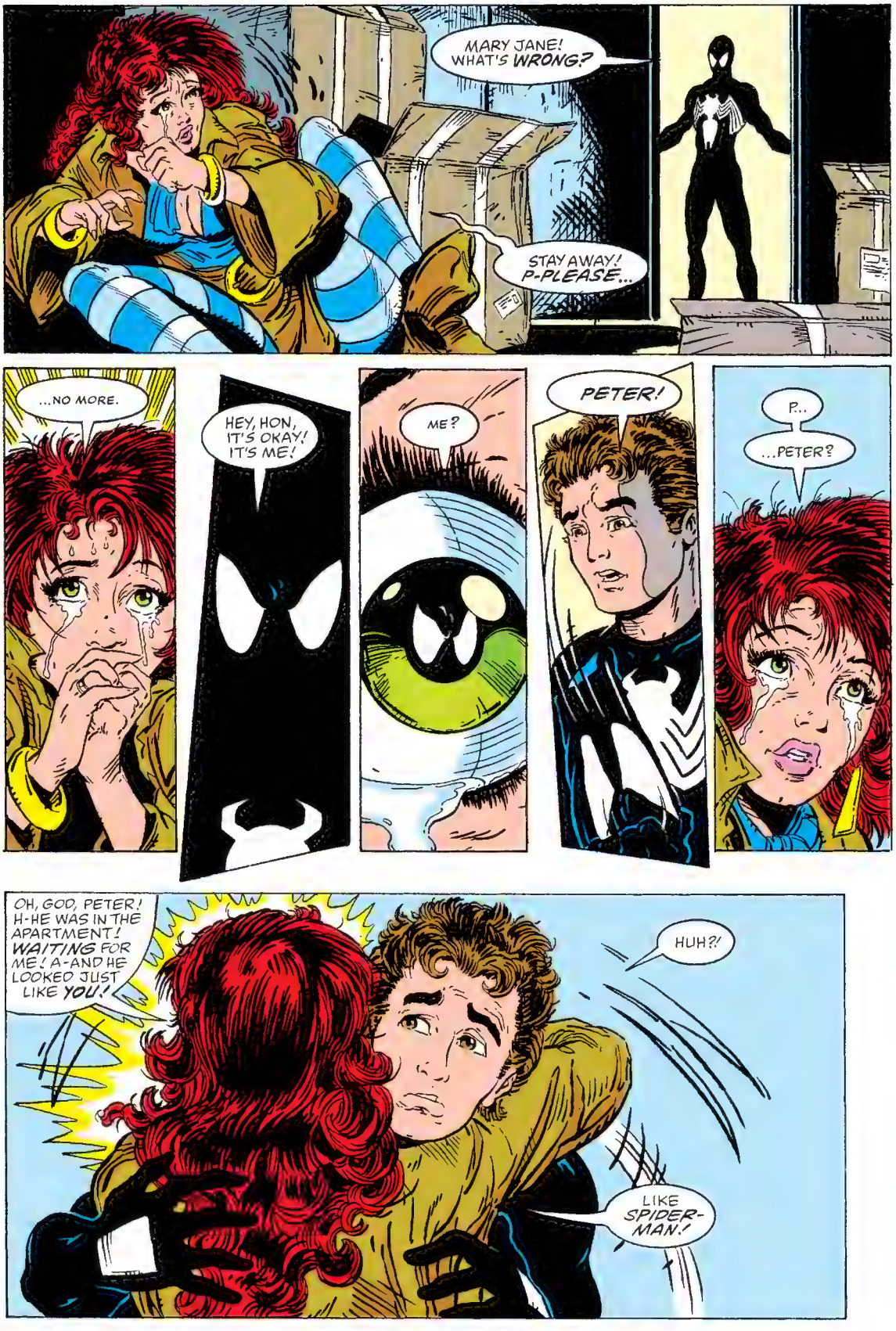
Special 25th Anniversary Issue
the AMAZING SPIDER-MAN
MCFARLANE

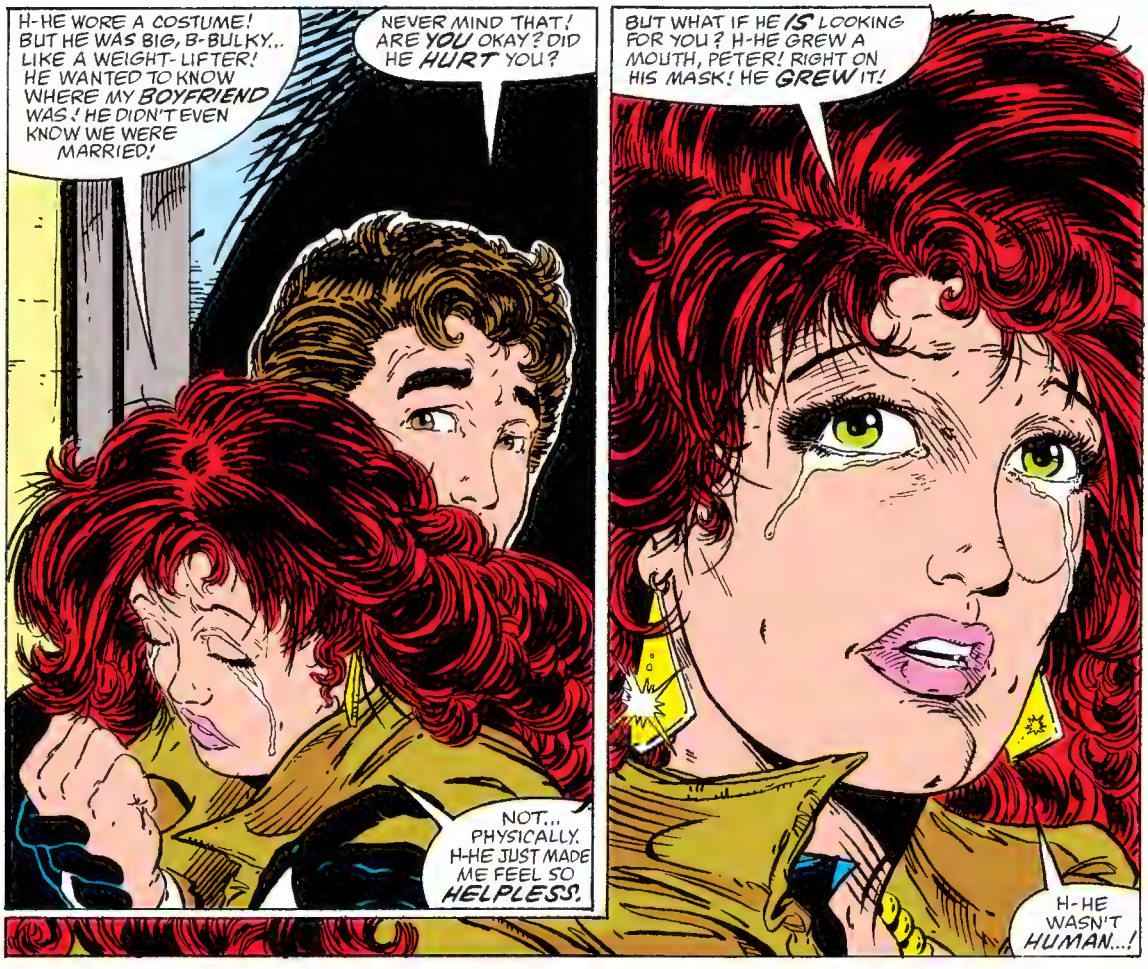
Stan Lee PROUDLY PRESENTS A COMIC BOOK MILESTONE: THE FABULOUS 300TH ISSUE OF...

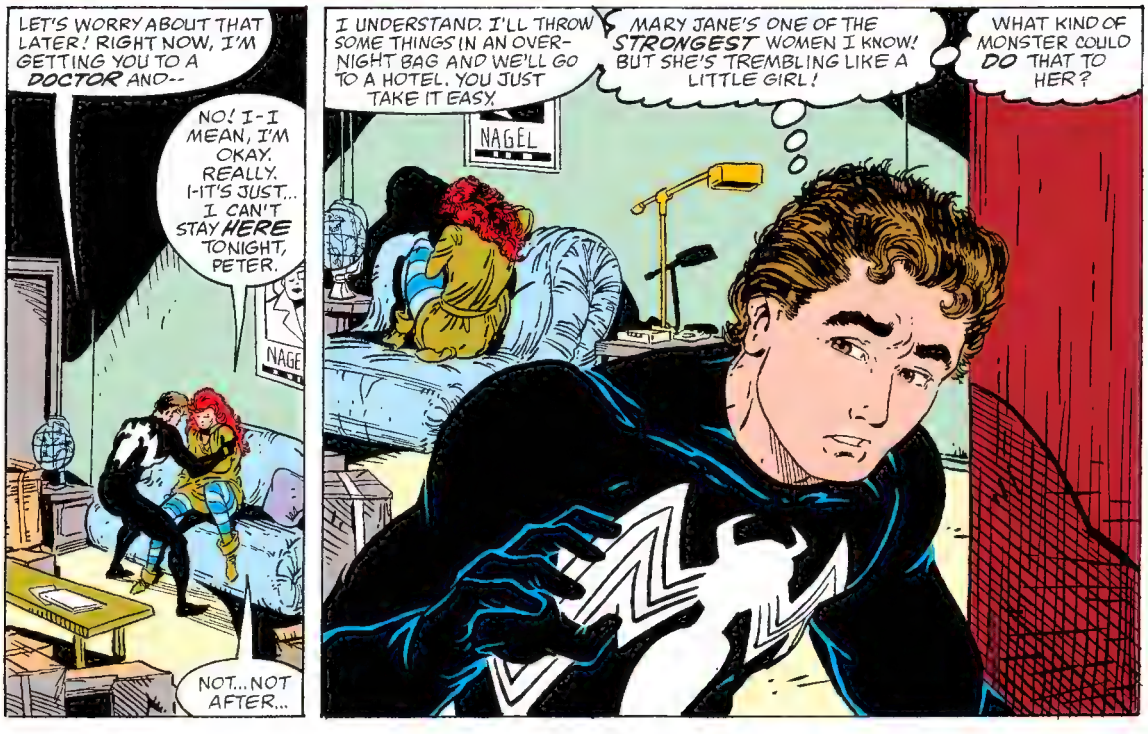
THE AMAZING SPIDER-MAN®

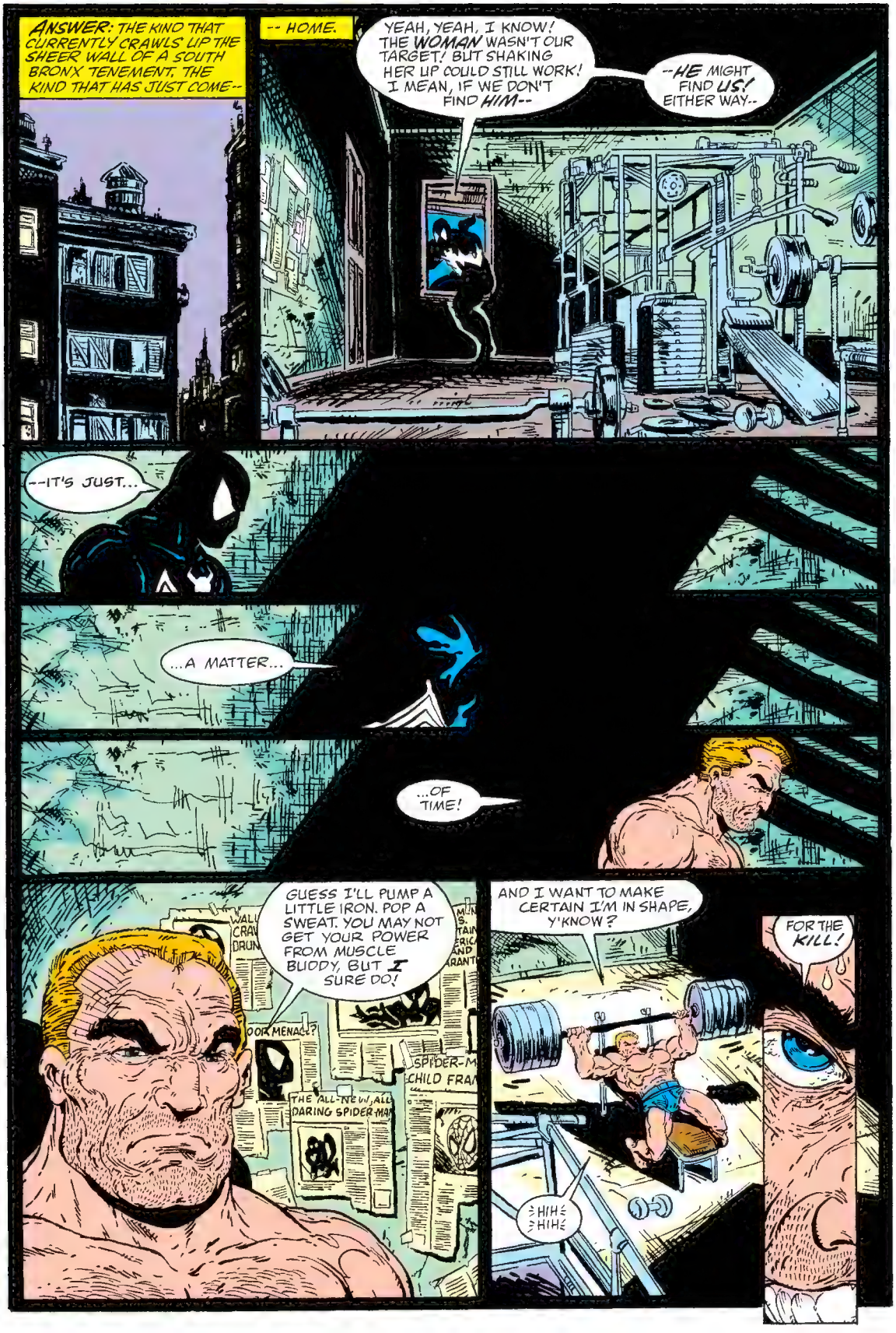
VENOM
HER NAME IS MARY JANE WATSON-PARKER.
BUT SHE DOESN'T KNOW THAT.
AT THIS MOMENT, SHE KNOWS ALMOST NOTHING.
FOR HER MIND HAS BEEN HARSHLY NUMBED, ALL THOUGHT CRUELLY DROWNED IN AN ONRUSHING TIDE OF PRIMAL FEAR.
AN EMOTION THAT MAY NEVER FULLY FADE...
DON'T COME NEAR ME! P-PLEASE! D-DON'T TOUCH ME!!

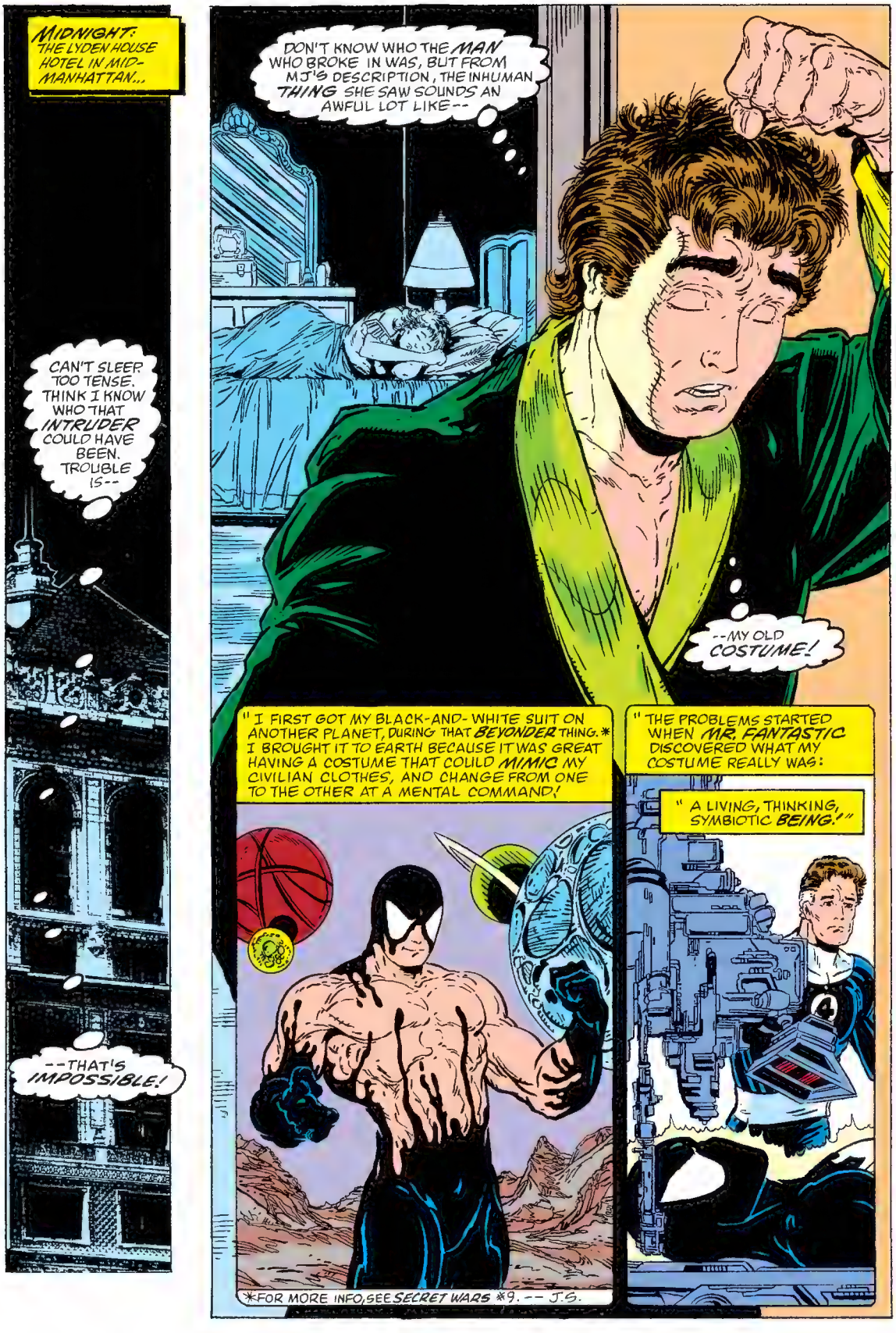
DAVID MICHELINIE	TODD McFARLANE	RICK PARKER	BOB SHAREN	JIM SALICRUP	TOM DeFALCO
WRITER	ART	LETTERS	COLOR	EDITOR	EDITOR IN CHIEF

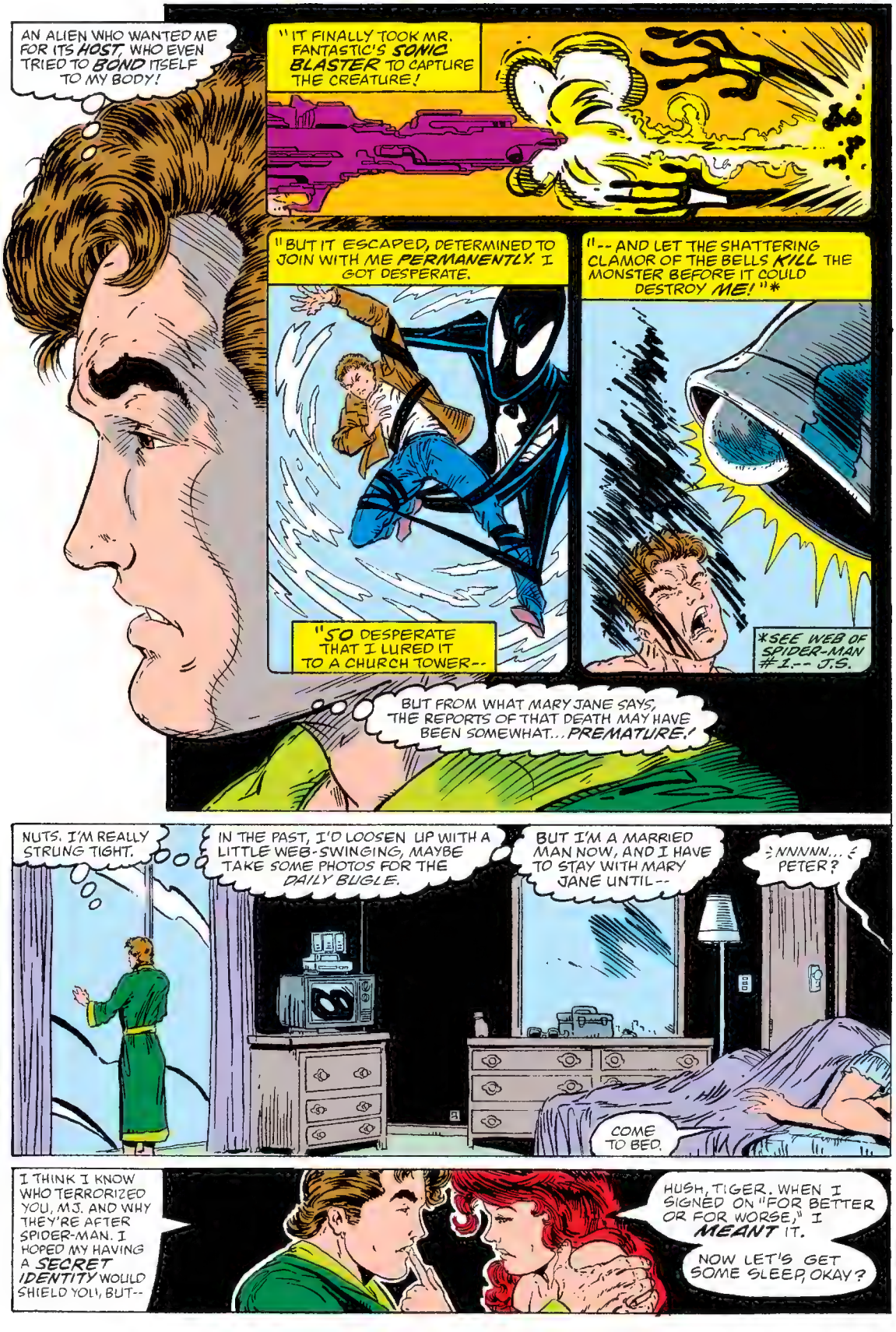

MARY JANE! WHAT'S WRONG?
STAY AWAY! P-PLEASE...
...NO MORE.
HEY, HON, IT'S OKAY! IT'S ME!
ME?
PETER!
P...
...PETER?
OH, GOD, PETER! H-HE WAS IN THE APARTMENT! WAITING FOR ME! A-AND HE LOOKED JUST LIKE YOU!
HUH?!
LIKE SPIDER-MAN!

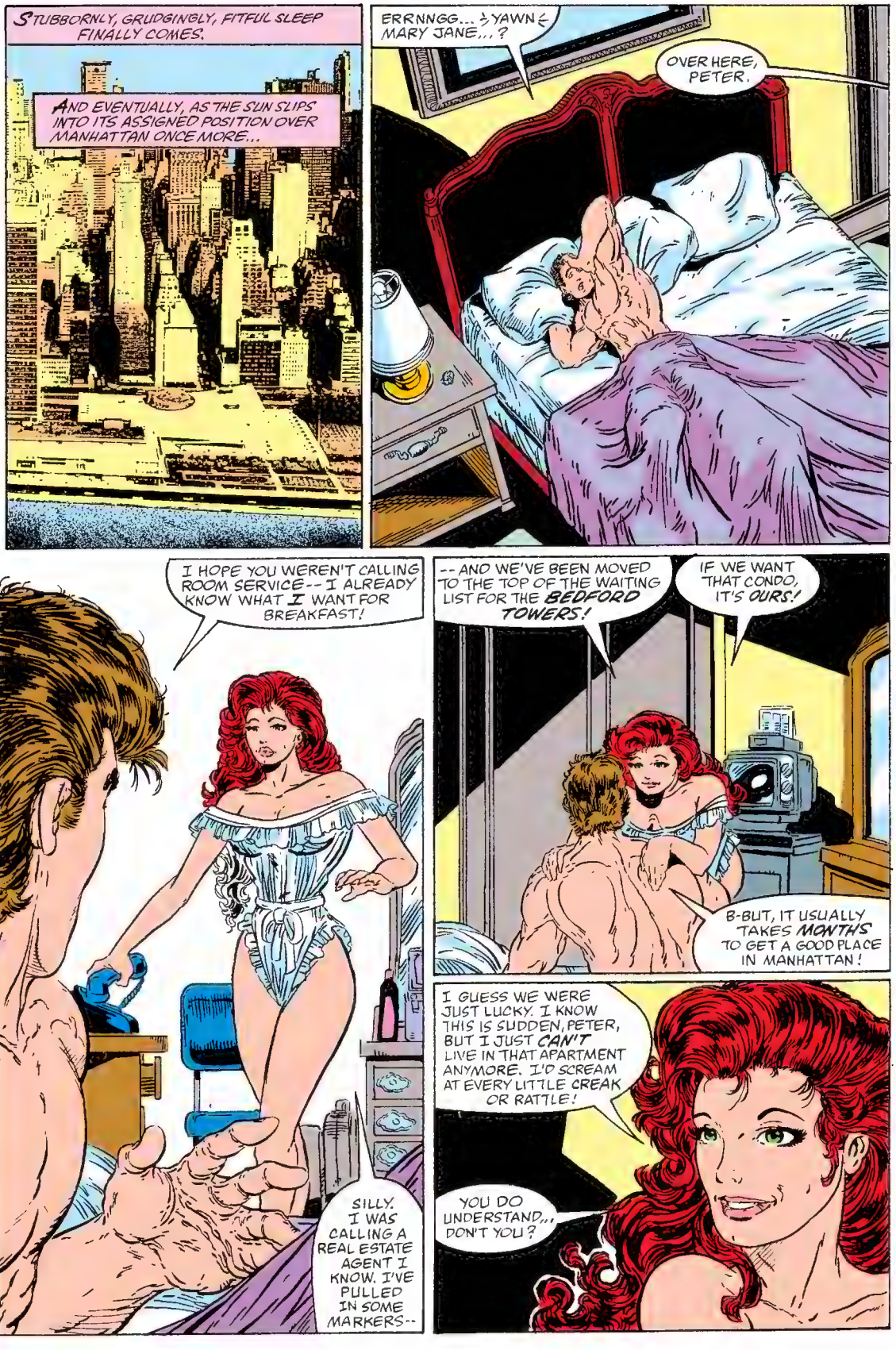

H-HE WORE A COSTUME! BUT HE WAS BIG, B-BULKY... LIKE A WEIGHT-LIFTER! HE WANTED TO KNOW WHERE MY BOYFRIEND WAS! HE DIDN'T EVEN KNOW WE WERE MARRIED!
NEVER MIND THAT! ARE YOU OKAY? DID HE HURT YOU?
NOT... PHYSICALLY. H-HE JUST MADE ME FEEL SO HELPLESS.
BUT WHAT IF HE IS LOOKING FOR YOU? H-HE GREW A MOUTH, PETER! RIGHT ON HIS MASK! HE GREW IT!
H-HE WASN'T HUMAN...!


LET'S WORRY ABOUT THAT LATER! RIGHT NOW, I'M GETTING YOU TO A DOCTOR AND--
NO! I-I MEAN, I'M OKAY. REALLY. I-IT'S JUST... I CAN'T STAY HERE TONIGHT, PETER.
NOT...NOT AFTER...
I UNDERSTAND. I'LL THROW SOME THINGS IN AN OVER-NIGHT BAG AND WE'LL GO TO A HOTEL. YOU JUST TAKE IT EASY.
MARY JANE'S ONE OF THE STRONGEST WOMEN I KNOW! BUT SHE'S TREMBLING LIKE A LITTLE GIRL!
WHAT KIND OF MONSTER COULD DO THAT TO HER?
NAGEL


ANSWER: THE KIND THAT CURRENTLY CRAWLS UP THE SHEER WALL OF A SOUTH BRONX TENEMENT. THE KIND THAT HAS JUST COME--
-- HOME.
YEAH, YEAH, I KNOW! THE WOMAN WASN'T OUR TARGET! BUT SHAKING HER UP COULD STILL WORK! I MEAN, IF WE DON'T FIND HIM--
--HE MIGHT FIND US! EITHER WAY--
--IT'S JUST...
...A MATTER...
...OF TIME!
GUESS I'LL PUMP A LITTLE IRON. POP A SWEAT. YOU MAY NOT GET YOUR POWER FROM MUSCLE BUDDY, BUT I SURE DO!
THE ALL-NEW, ALL DARING SPIDER-MAN
AND I WANT TO MAKE CERTAIN I'M IN SHAPE, Y'KNOW?
FOR THE KILL!
HIH HIH

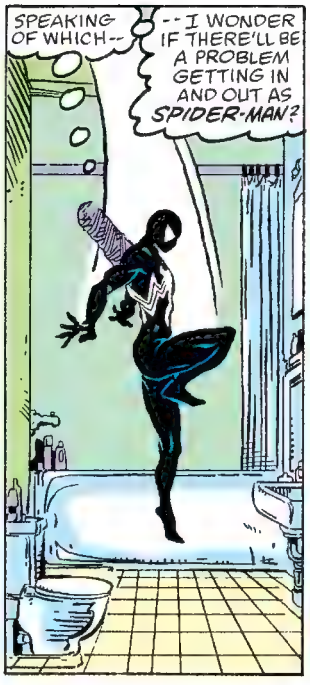

MIDNIGHT: THE LYDEN HOUSE HOTEL IN MID-MANHATTAN...
CAN'T SLEEP. TOO TENSE. THINK I KNOW WHO THAT INTRUDER COULD HAVE BEEN. TROUBLE IS--
--THAT'S IMPOSSIBLE!
DON'T KNOW WHO THE MAN WHO BROKE IN WAS, BUT FROM MJ'S DESCRIPTION, THE INHUMAN THING SHE SAW SOUNDS AN AWFUL LOT LIKE--
--MY OLD COSTUME!
" I FIRST GOT MY BLACK-AND-WHITE SUIT ON ANOTHER PLANET, DURING THAT BEYONDER THING.* I BROUGHT IT TO EARTH BECAUSE IT WAS GREAT HAVING A COSTUME THAT COULD MIMIC MY CIVILIAN CLOTHES, AND CHANGE FROM ONE TO THE OTHER AT A MENTAL COMMAND!
" THE PROBLEMS STARTED WHEN MR. FANTASTIC DISCOVERED WHAT MY COSTUME REALLY WAS:
" A LIVING, THINKING, SYMBIOTIC BEING!"
*FOR MORE INFO, SEE SECRET WARS #9. -- J.S.


AN ALIEN WHO WANTED ME FOR ITS HOST, WHO EVEN TRIED TO BOND ITSELF TO MY BODY!
"IT FINALLY TOOK MR. FANTASTIC'S SONIC BLASTER TO CAPTURE THE CREATURE!
"BUT IT ESCAPED, DETERMINED TO JOIN WITH ME PERMANENTLY. I GOT DESPERATE.
"SO DESPERATE THAT I LURED IT TO A CHURCH TOWER--
"-- AND LET THE SHATTERING CLAMOR OF THE BELLS KILL THE MONSTER BEFORE IT COULD DESTROY ME!"*
*SEE WEB OF SPIDER-MAN #1.-- J.S.
BUT FROM WHAT MARY JANE SAYS, THE REPORTS OF THAT DEATH MAY HAVE BEEN SOMEWHAT... PREMATURE!
NUTS. I'M REALLY STRUNG TIGHT.
IN THE PAST, I'D LOOSEN UP WITH A LITTLE WEB-SWINGING, MAYBE TAKE SOME PHOTOS FOR THE DAILY BUGLE.
BUT I'M A MARRIED MAN NOW, AND I HAVE TO STAY WITH MARY JANE UNTIL--
:NNNNN... : PETER?
COME TO BED.
I THINK I KNOW WHO TERRORIZED YOU, MJ. AND WHY THEY'RE AFTER SPIDER-MAN. I HOPED MY HAVING A SECRET IDENTITY WOULD SHIELD YOU, BUT--
HUSH, TIGER. WHEN I SIGNED ON "FOR BETTER OR FOR WORSE," I MEANT IT.
NOW LET'S GET SOME SLEEP, OKAY?

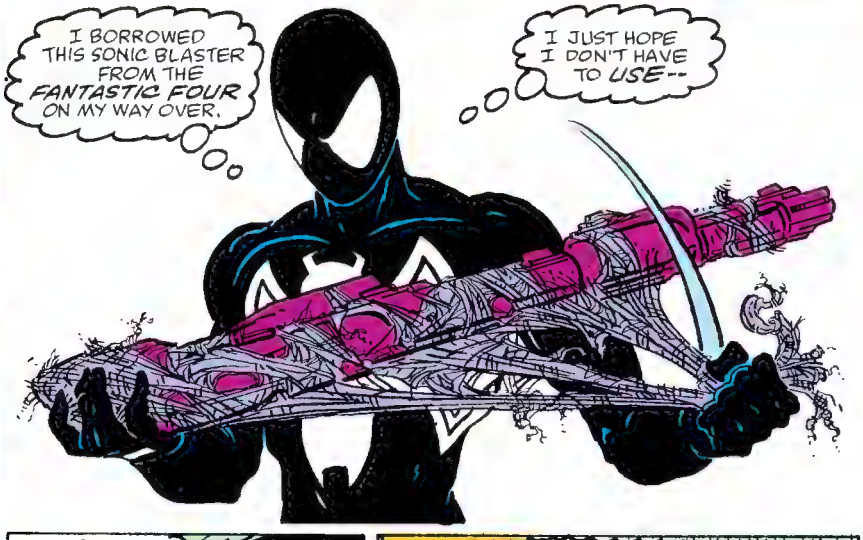

STUBBORNLY, GRUDGINGLY, FITFUL SLEEP FINALLY COMES.
AND EVENTUALLY, AS THE SUN SLIPS INTO ITS ASSIGNED POSITION OVER MANHATTAN ONCE MORE...
ERRNNGG... ≥YAWN≤ MARY JANE... ?
OVER HERE, PETER.
I HOPE YOU WEREN'T CALLING ROOM SERVICE -- I ALREADY KNOW WHAT I WANT FOR BREAKFAST!
SILLY. I WAS CALLING A REAL ESTATE AGENT I KNOW. I'VE PULLED IN SOME MARKERS--
-- AND WE'VE BEEN MOVED TO THE TOP OF THE WAITING LIST FOR THE BEDFORD TOWERS!
IF WE WANT THAT CONDO, IT'S OURS!
B-BUT, IT USUALLY TAKES MONTHS TO GET A GOOD PLACE IN MANHATTAN!
I GUESS WE WERE JUST LUCKY. I KNOW THIS IS SUDDEN, PETER, BUT I JUST CAN'T LIVE IN THAT APARTMENT ANYMORE. I'D SCREAM AT EVERY LITTLE CREAK OR RATTLE!
YOU DO UNDERSTAND,, DON'T YOU?

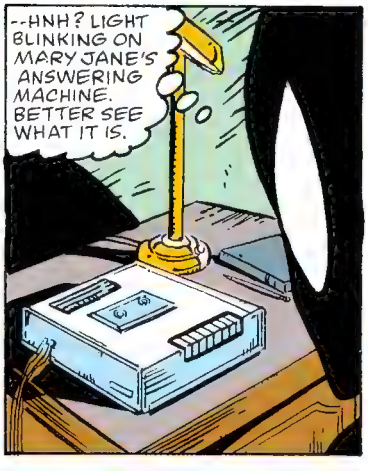
WELL, UH, I GUESS...
I KNEW YOU WOULD, PETER! OH, I LOVE YOU SO MUCH!
THEY SAID WE COULD LOOK AT THE CONDO THIS AFTERNOON, AND I'D REALLY LIKE TO GET SOME PRE-MOVE PICTURES-- Y'KNOW, BEFORE AND AFTER?
OKAY, I'LL PICK UP MY SLR* AT THE APARTMENT AFTER I SHOWER.
*THAT'S SINGLE LENS REFLEX CAMERA.--J.S.
GREAT! I'LL SEE WHAT I CAN DO ABOUT RESERVING A VAN AND RECRUITING SOME HELP.
LOOKS LIKE THIS IS WORKING OUT. MY TRIP TO THE APARTMENT WILL MAKE A PERFECT COVER--
"--FOR THE OTHER ERRAND I HAVE TO RUN!"
GOOD OL' CHELSEA STREET!

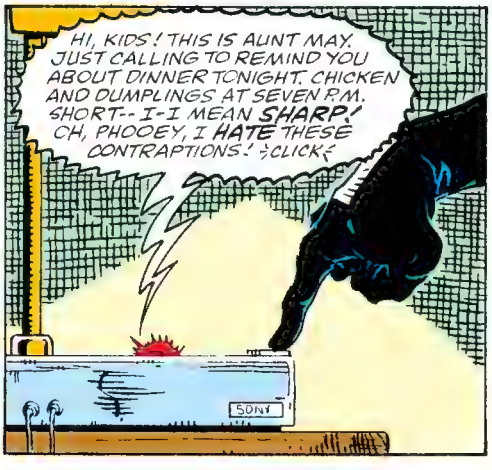
IF I HAD A NICKEL FOR EVERY TIME I'VE DROPPED THROUGH THIS SKYLIGHT--
--MAYBE I COULD AFFORD TO PAY FOR MY SHARE OF THAT CONDO!

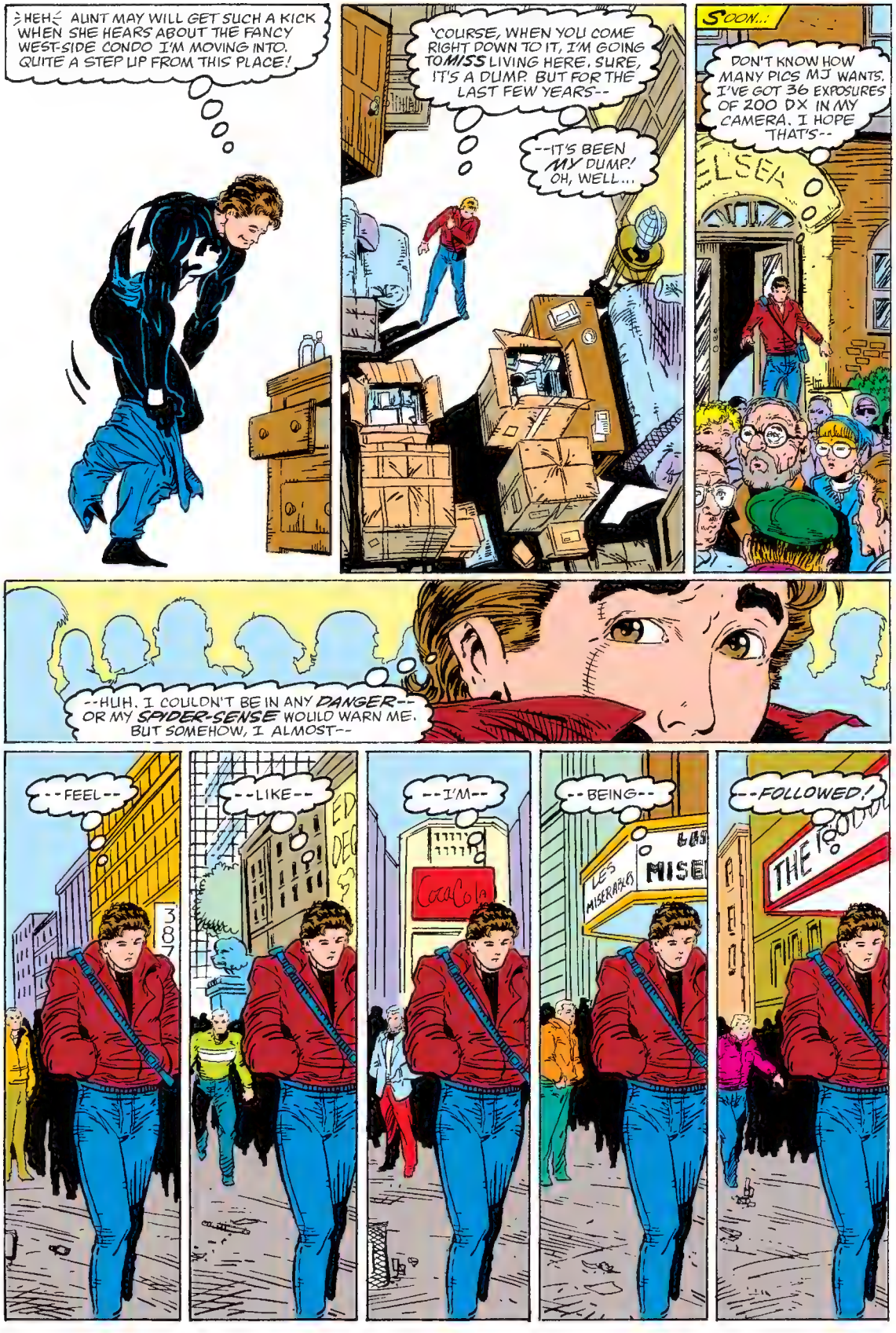

SPEAKING OF WHICH--
--I WONDER IF THERE'LL BE A PROBLEM GETTING IN AND OUT AS SPIDER-MAN?

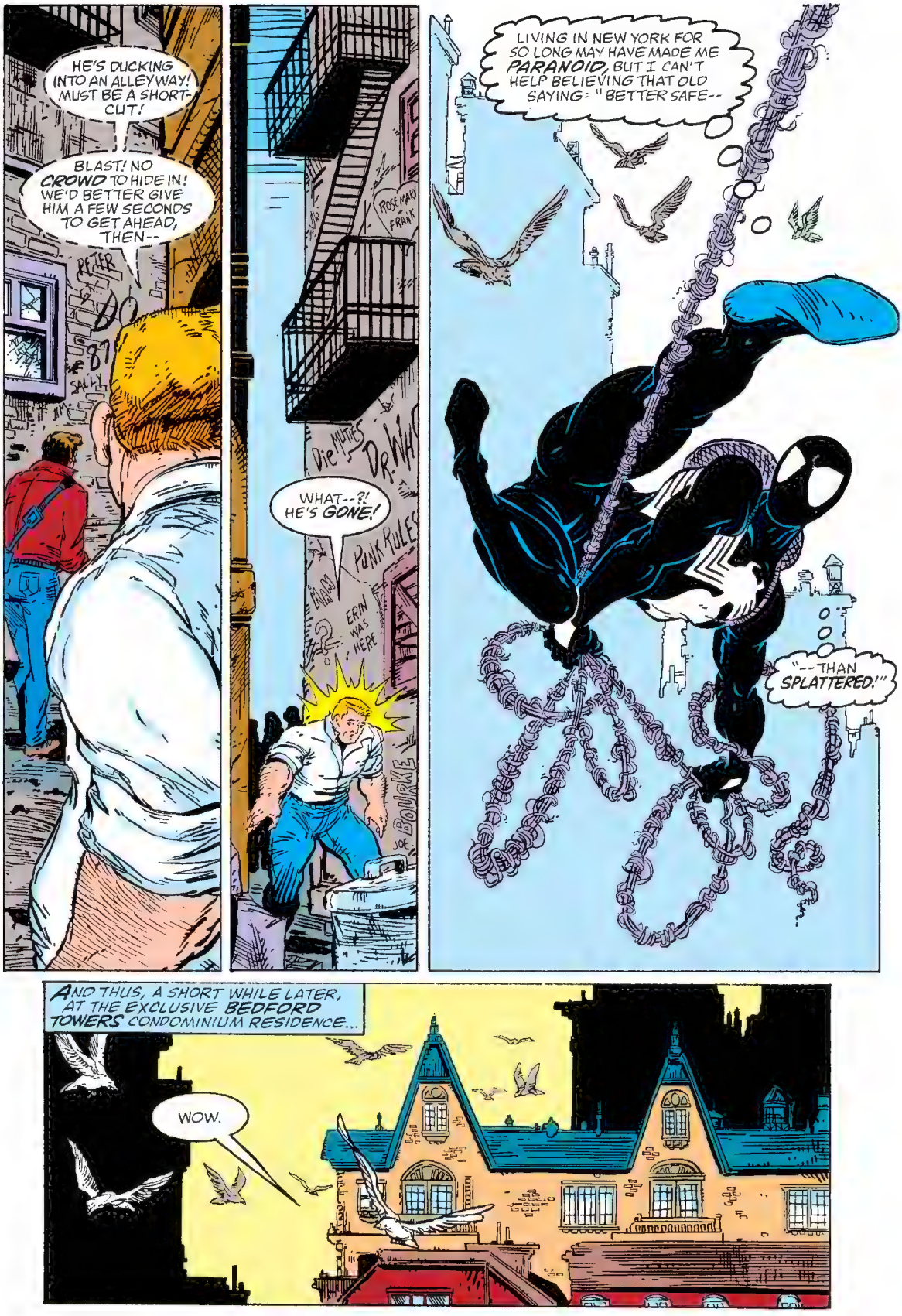
GUESS I'LL SWING ACROSS THAT BRIDGE WHEN I COME TO IT. NOW, I'VE GOT OTHER THINGS TO WORRY ABOUT.
AND TO TAKE PRECAUTIONS AGAINST!

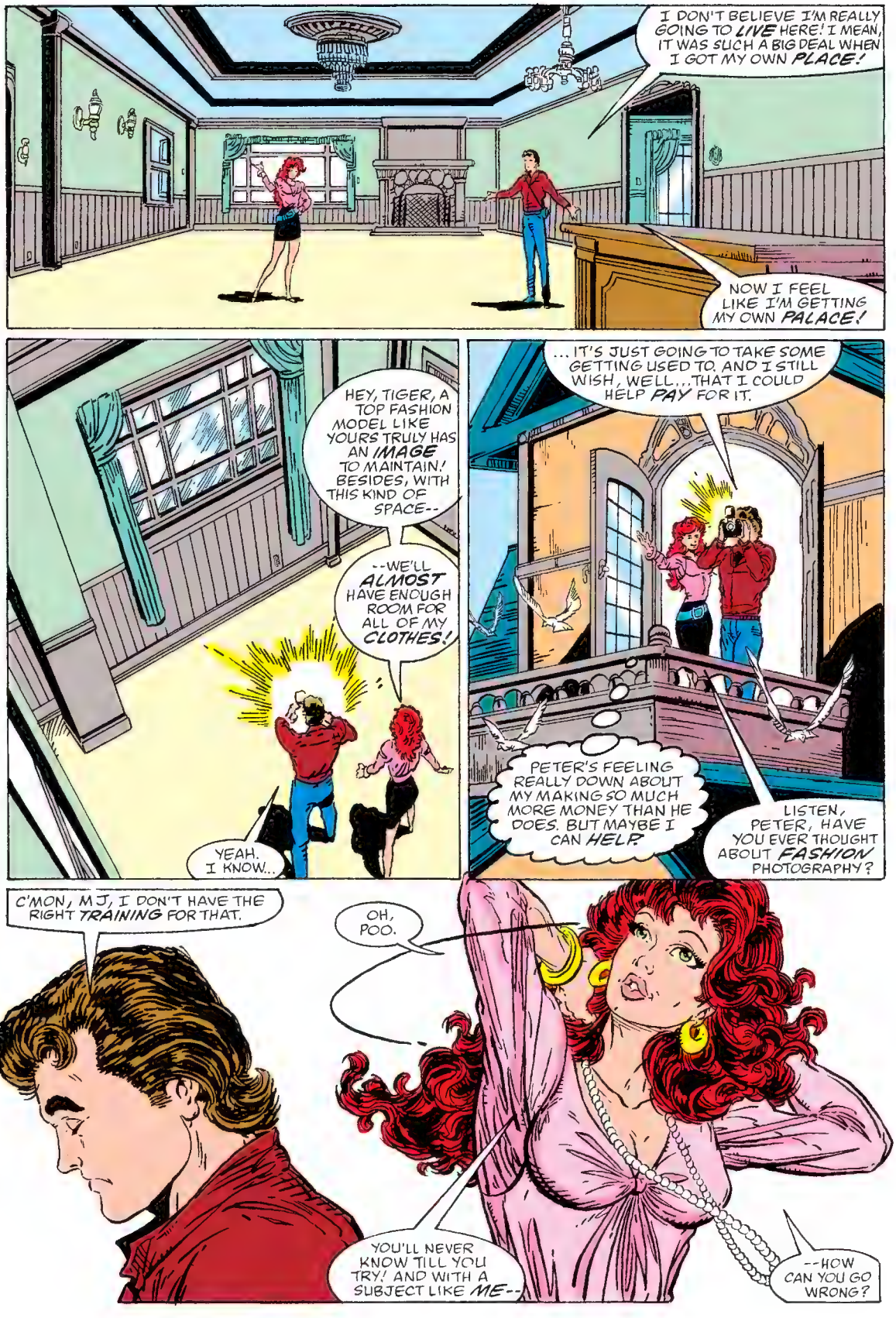

I BORROWED THIS SONIC BLASTER FROM THE FANTASTIC FOUR ON MY WAY OVER.
I JUST HOPE I DON'T HAVE TO USE--

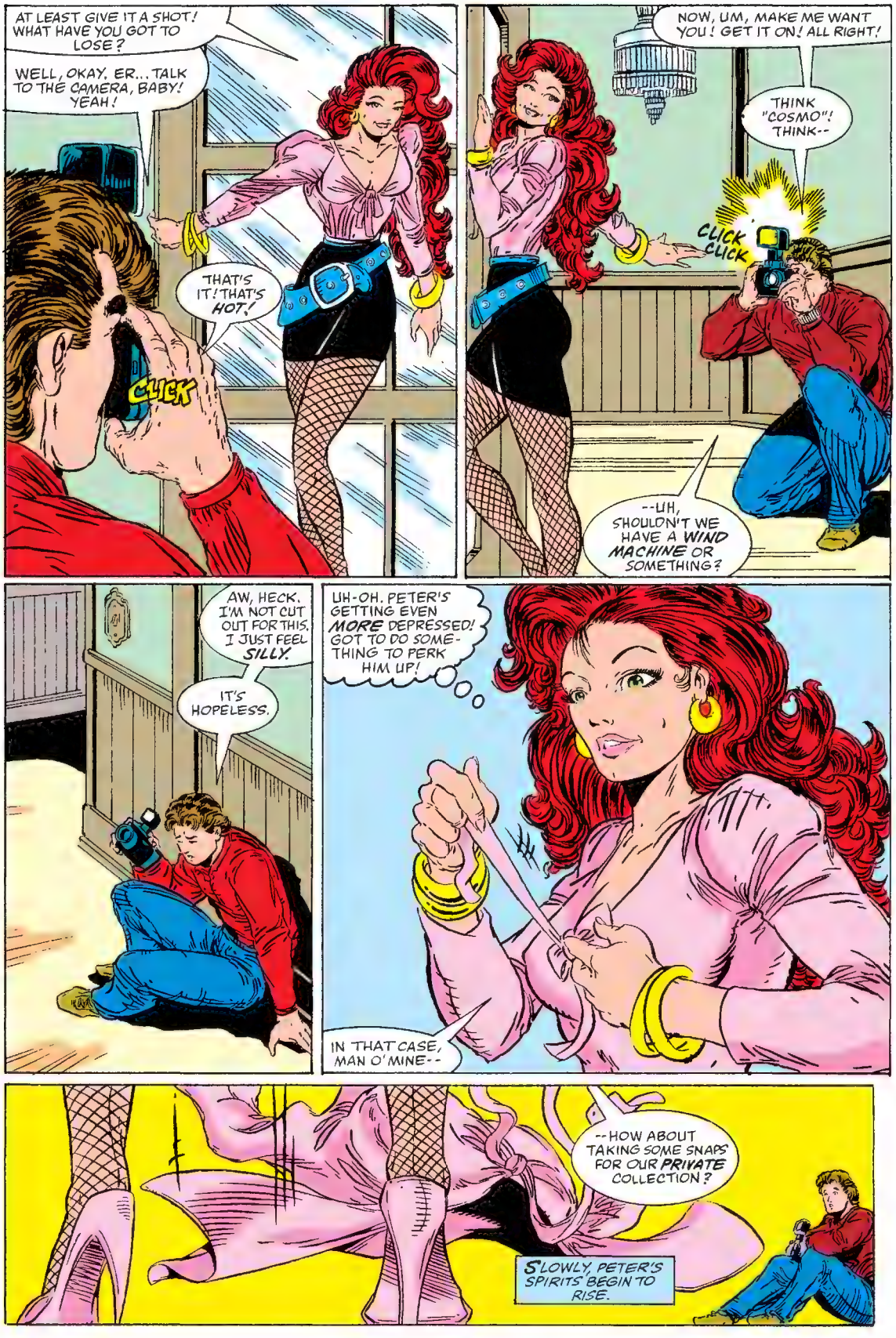

--HNH? LIGHT BLINKING ON MARY JANE'S ANSWERING MACHINE. BETTER SEE WHAT IT IS.


HI, KIDS! THIS IS AUNT MAY. JUST CALLING TO REMIND YOU ABOUT DINNER TONIGHT. CHICKEN AND DUMPLINGS AT SEVEN P.M. SHORT-- I-I MEAN SHARP! OH, PHOOEY, I HATE THESE CONTRAPTIONS! ÷CLICK÷
SONY


HEH! AUNT MAY WILL GET SUCH A KICK WHEN SHE HEARS ABOUT THE FANCY WEST-SIDE CONDO I'M MOVING INTO. QUITE A STEP UP FROM THIS PLACE!
'COURSE, WHEN YOU COME RIGHT DOWN TO IT, I'M GOING TO MISS LIVING HERE. SURE, IT'S A DUMP. BUT FOR THE LAST FEW YEARS--
--IT'S BEEN MY DUMP! OH, WELL...
SOON...
DON'T KNOW HOW MANY PICS MJ WANTS. I'VE GOT 36 EXPOSURES OF 200 DX IN MY CAMERA. I HOPE THAT'S--
--HUH. I COULDN'T BE IN ANY DANGER-- OR MY SPIDER-SENSE WOULD WARN ME. BUT SOMEHOW, I ALMOST--
--FEEL--
--LIKE--
--I'M--
--BEING--
--FOLLOWED!
LES MISERABLES
THE


HE'S DUCKING INTO AN ALLEYWAY! MUST BE A SHORT-CUT!
BLAST! NO CROWD TO HIDE IN! WE'D BETTER GIVE HIM A FEW SECONDS TO GET AHEAD, THEN--
WHAT--?! HE'S GONE!
LIVING IN NEW YORK FOR SO LONG MAY HAVE MADE ME PARANOID, BUT I CAN'T HELP BELIEVING THAT OLD SAYING= "BETTER SAFE--
"--THAN SPLATTERED!"
AND THUS, A SHORT WHILE LATER, AT THE EXCLUSIVE BEDFORD TOWERS CONDOMINIUM RESIDENCE...
WOW.

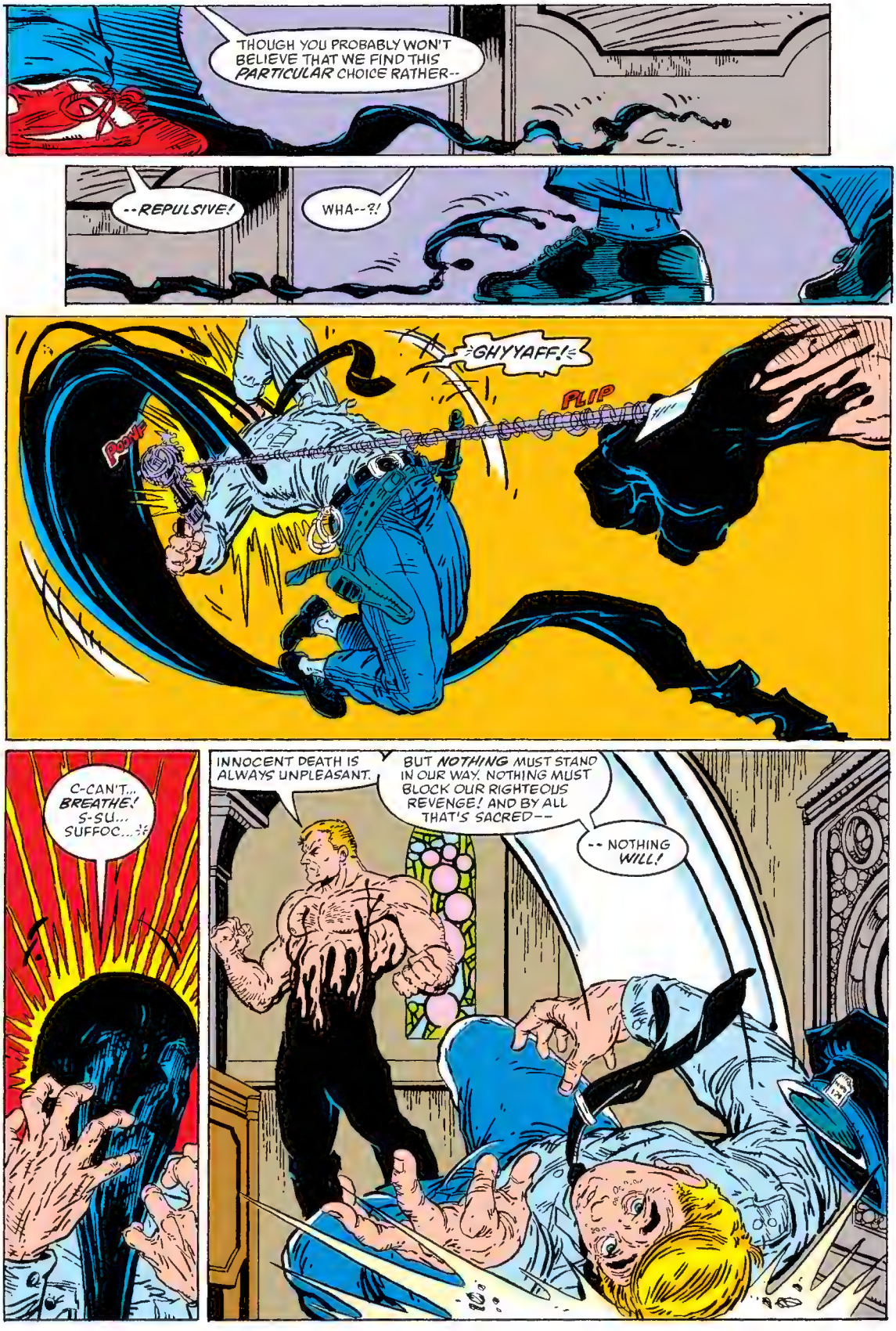

I DON'T BELIEVE I'M REALLY GOING TO LIVE HERE! I MEAN, IT WAS SUCH A BIG DEAL WHEN I GOT MY OWN PLACE!
NOW I FEEL LIKE I'M GETTING MY OWN PALACE!
HEY, TIGER, A TOP FASHION MODEL LIKE YOURS TRULY HAS AN IMAGE TO MAINTAIN! BESIDES, WITH THIS KIND OF SPACE--
--WE'LL ALMOST HAVE ENOUGH ROOM FOR ALL OF MY CLOTHES!
YEAH. I KNOW...
...IT'S JUST GOING TO TAKE SOME GETTING USED TO. AND I STILL WISH, WELL...THAT I COULD HELP PAY FOR IT.
PETER'S FEELING REALLY DOWN ABOUT MY MAKING SO MUCH MORE MONEY THAN HE DOES. BUT MAYBE I CAN HELP.
LISTEN, PETER, HAVE YOU EVER THOUGHT ABOUT FASHION PHOTOGRAPHY?
C'MON, MJ, I DON'T HAVE THE RIGHT TRAINING FOR THAT.
OH, POO.
YOU'LL NEVER KNOW TILL YOU TRY! AND WITH A SUBJECT LIKE ME--
--HOW CAN YOU GO WRONG?

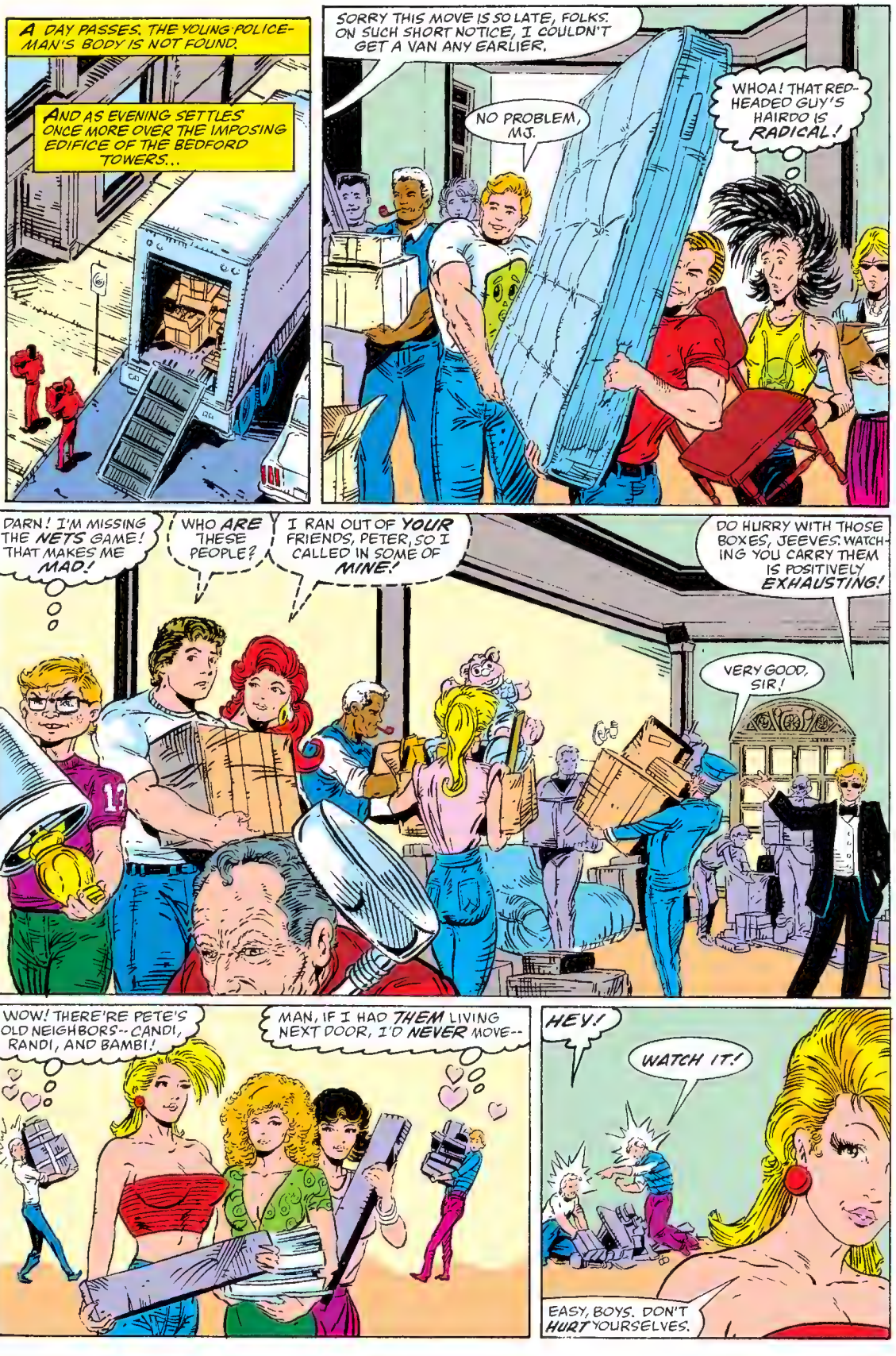

AT LEAST GIVE IT A SHOT! WHAT HAVE YOU GOT TO LOSE?
WELL, OKAY. ER... TALK TO THE CAMERA, BABY! YEAH!
THAT'S IT! THAT'S HOT!
CLICK
NOW, UM, MAKE ME WANT YOU! GET IT ON! ALL RIGHT!
THINK "COSMO"! THINK--
CLICK CLICK
--UH, SHOULDN'T WE HAVE A WIND MACHINE OR SOMETHING?
AW, HECK. I'M NOT CUT OUT FOR THIS. I JUST FEEL SILLY.
IT'S HOPELESS.
UH-OH. PETER'S GETTING EVEN MORE DEPRESSED! GOT TO DO SOMETHING TO PERK HIM UP!
IN THAT CASE, MAN O' MINE--
--HOW ABOUT TAKING SOME SNAPS FOR OUR PRIVATE COLLECTION?
SLOWLY, PETER'S SPIRITS BEGIN TO RISE.

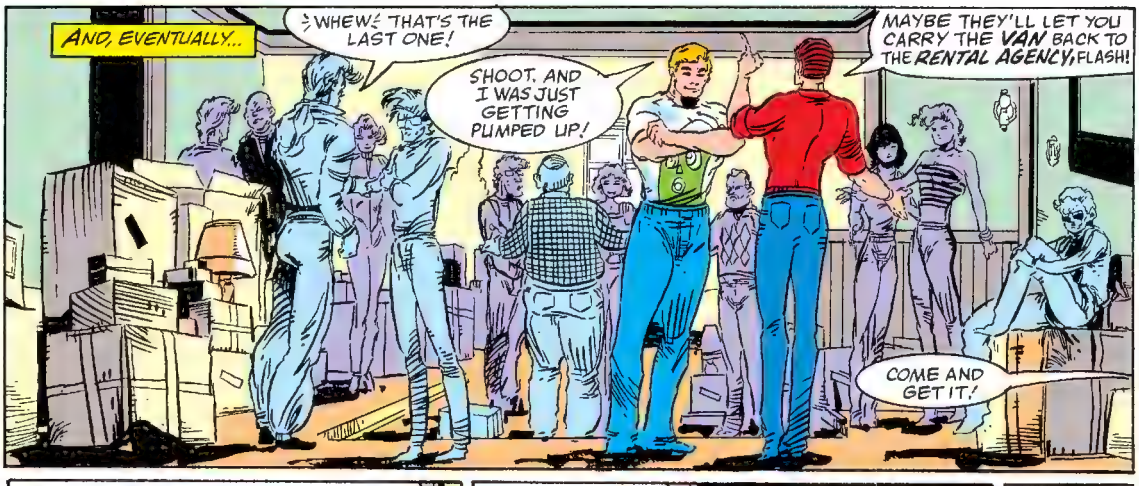
AND THAT EVENING, AT THE QUEENS COUNTY BOARDING HOUSE OWNED AND RUN BY MAY PARKER...
MY, YOU YOUNGSTERS CERTAINLY LOOK HEALTHY! MARRIAGE MUST AGREE WITH YOU!
APPARENTLY IT DOES, MAY. THAT NEPHEW OF YOURS HAS BEEN IGNORING YOU EVEN MORE THAN BEFORE HE GOT HITCHED!
NOW YOU HUSH, NATHAN LUBENSKY! THE CHILDREN HAVE LIVES OF THEIR OWN TO LEAD!
I HOPE YOU'LL FORGIVE MY LITTLE <AHEM> TIRADE. I'D BETTER GO PUT THESE DISHES IN TO SOAK.
OH, NO, DEAR! YOU STAY WITH PETER, WHERE YOU BELONG.
I'LL HELP.
BACK IN A SEC, HON.
UH-HUH.
YEAH, THAT WAS THE YEAR LUCKY LINDY HIMSELF CAME INTO MY SHOP. I REMEMBER--

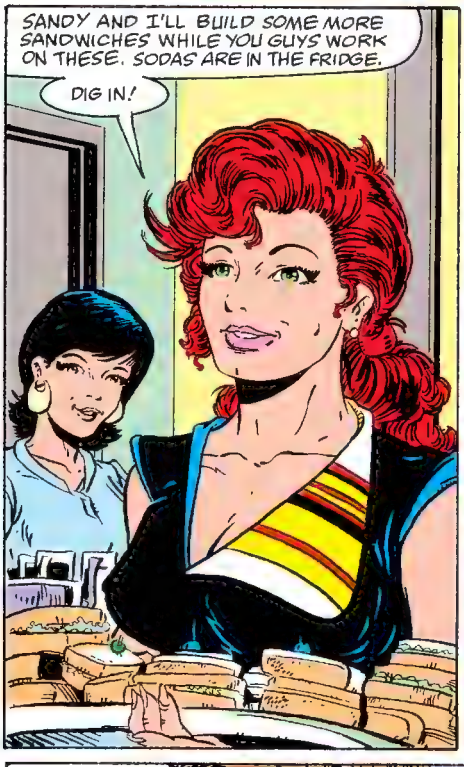
MAY, I'VE BEEN MEANING TO ASK YOU: THIS IS THE FIRST TIME YOU'VE HAD US OVER SINCE WE GOT MARRIED. AND YOU HAVEN'T VISITED US AT ALL. IT'S ALMOST LIKE... WELL...
...YOU'RE DISTANCING YOURSELF FROM US.
I DON'T MEAN TO DO THAT, MARY JANE!
I JUST WANT YOUR MARRIAGE TO WORK. AND SO MANY COUPLES GET SPLIT APART BY NOSY RELATIVES WHO TRY TO RUN THEIR LIVES FOR THEM.
BUT YOU'RE NOT NOSEY, MAY--YOU JUST CARE ABOUT US.
WHY, PETER WOULD BE CRUSHED IF YOU DROPPED OUT OF OUR LIVES. AND MAY--
--SO WOULD I.
OH, WELL, SNIFF I-I GUESS... IN THAT CASE...
... PETER, IF I'M NOT THE FIRST GUEST YOU ASK TO YOUR NEW HOME, I'LL HAVE THE GREY PANTHERS PICKET THE PLACE SO FAST IT'LL MAKE YOUR HEAD SPIN!
AUNT MAY, I'LL HAVE THE INVITATION ENGRAVED TOMORROW!

BUT TOMORROW IS A DAY AWAY.
WHILE TONIGHT, AT OUR LADY OF SAINTS CHURCH IN LOWER MANHATTAN...
IT ALL BEGAN HERE.
IT'S ONLY FITTING THAT IT SHOULD END HERE.
DON'T YOU AGREE?
YES, I THOUGHT YOU WOU--
FREEZE!
LOOKS LIKE PUTTING EXTRA FOOT PATROLS ON THE BEAT WORKED! THE SARGE IS GONNA FLIP WHEN I BRING IN THE SCUM WHO'S BEEN PILFERIN' POOR BOXES IN THE AREA!
DON'T BE A FOOL, BOY! PETTY CASH IS OF NO CONCERN TO ME!
YEAH? THAT'S NOT WHAT THE BROKEN LOCK ON THE FRONT DOOR SAYS! YOU'D BETTER COME WITH ME, BUSTER.
IT SEEMS YOU LEAVE US NO CHOICE.


THOUGH YOU PROBABLY WON'T BELIEVE THAT WE FIND THIS *PARTICULAR* CHOICE RATHER--
--REPULSIVE!
WHA--?!
GHYYAFF!
FLIP
ROOF!
C-CAN'T... *BREATHE!* S-SU... SUFFOC...
INNOCENT DEATH IS ALWAYS UNPLEASANT.
BUT *NOTHING* MUST STAND IN OUR WAY. NOTHING MUST BLOCK OUR RIGHTEOUS REVENGE! AND BY ALL THAT'S SACRED--
-- NOTHING *WILL!*

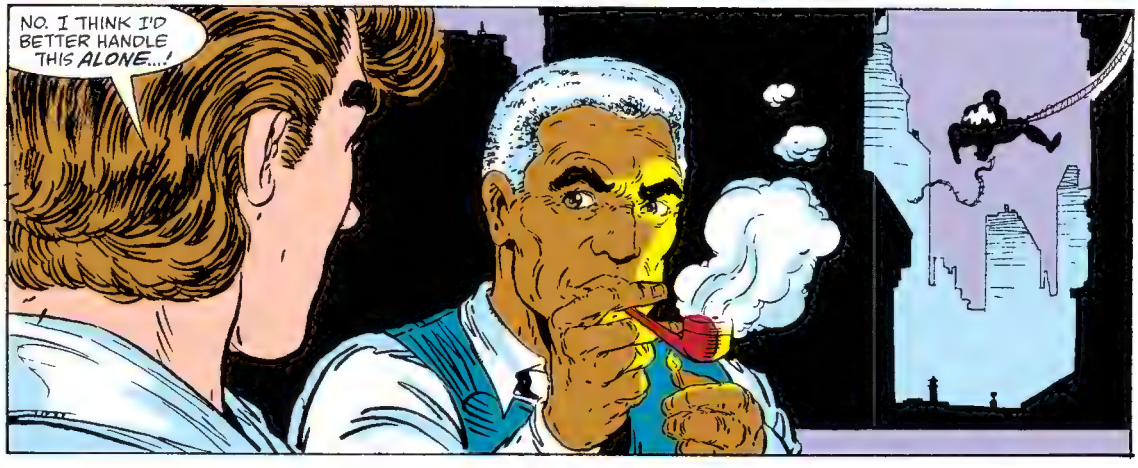

A DAY PASSES. THE YOUNG POLICEMAN'S BODY IS NOT FOUND.
AND AS EVENING SETTLES ONCE MORE OVER THE IMPOSING EDIFICE OF THE BEDFORD TOWERS...
SORRY THIS MOVE IS SO LATE, FOLKS. ON SUCH SHORT NOTICE, I COULDN'T GET A VAN ANY EARLIER.
NO PROBLEM, MJ.
WHOA! THAT RED-HEADED GUY'S HAIRDO IS RADICAL!
DARN! I'M MISSING THE NETS GAME! THAT MAKES ME MAD!
WHO ARE THESE PEOPLE?
I RAN OUT OF YOUR FRIENDS, PETER, SO I CALLED IN SOME OF MINE!
DO HURRY WITH THOSE BOXES, JEEVES. WATCHING YOU CARRY THEM IS POSITIVELY EXHAUSTING!
VERY GOOD, SIR!
WOW! THERE'RE PETE'S OLD NEIGHBORS-- CANDI, RANDI, AND BAMBI!
MAN, IF I HAD THEM LIVING NEXT DOOR, I'D NEVER MOVE--
HEY!
WATCH IT!
EASY, BOYS. DON'T HURT YOURSELVES.

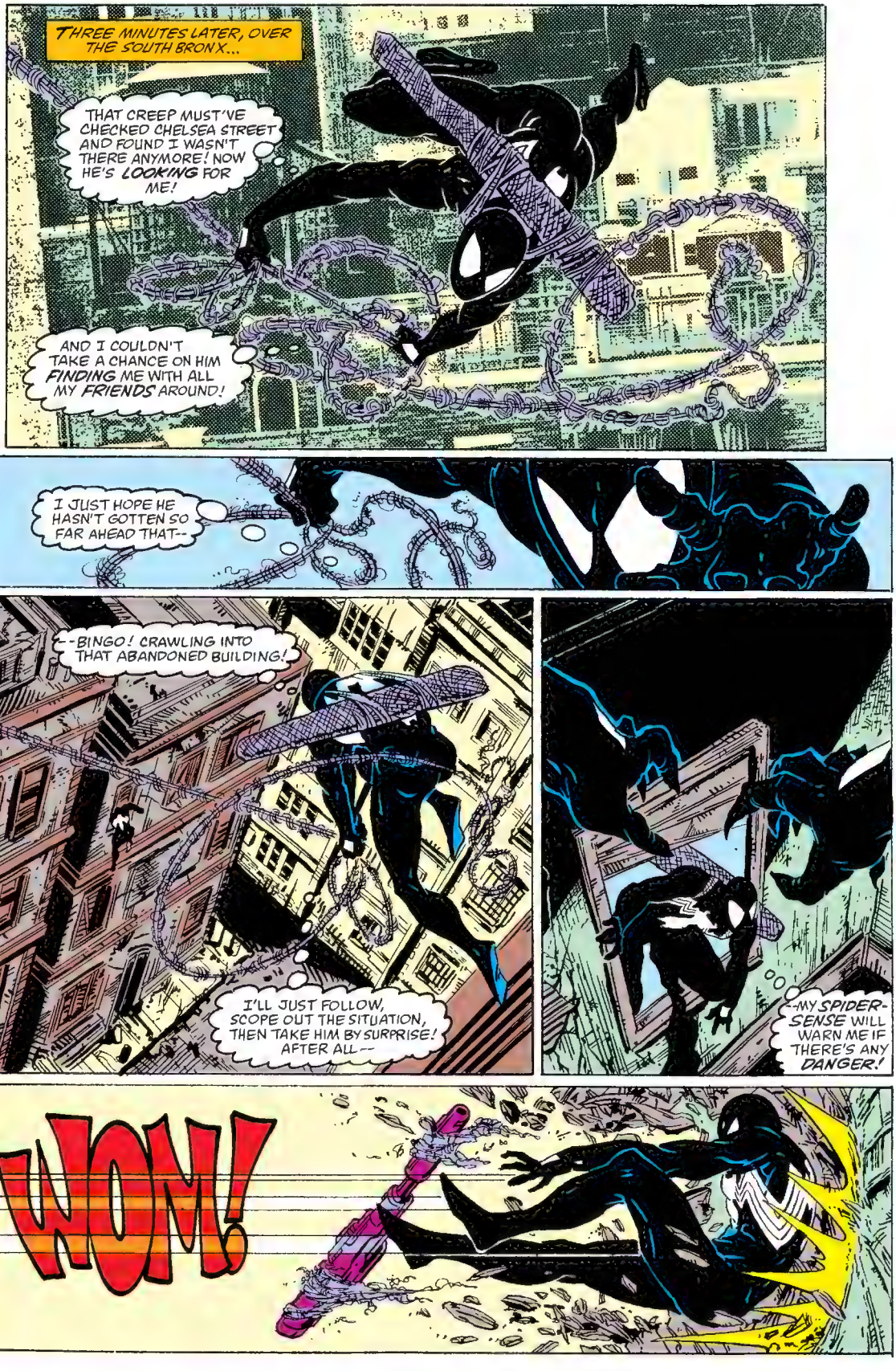

AND, EVENTUALLY...
WHEW! THAT'S THE LAST ONE!
SHOOT. AND I WAS JUST GETTING PUMPED UP!
MAYBE THEY'LL LET YOU CARRY THE VAN BACK TO THE RENTAL AGENCY, FLASH!
COME AND GET IT!

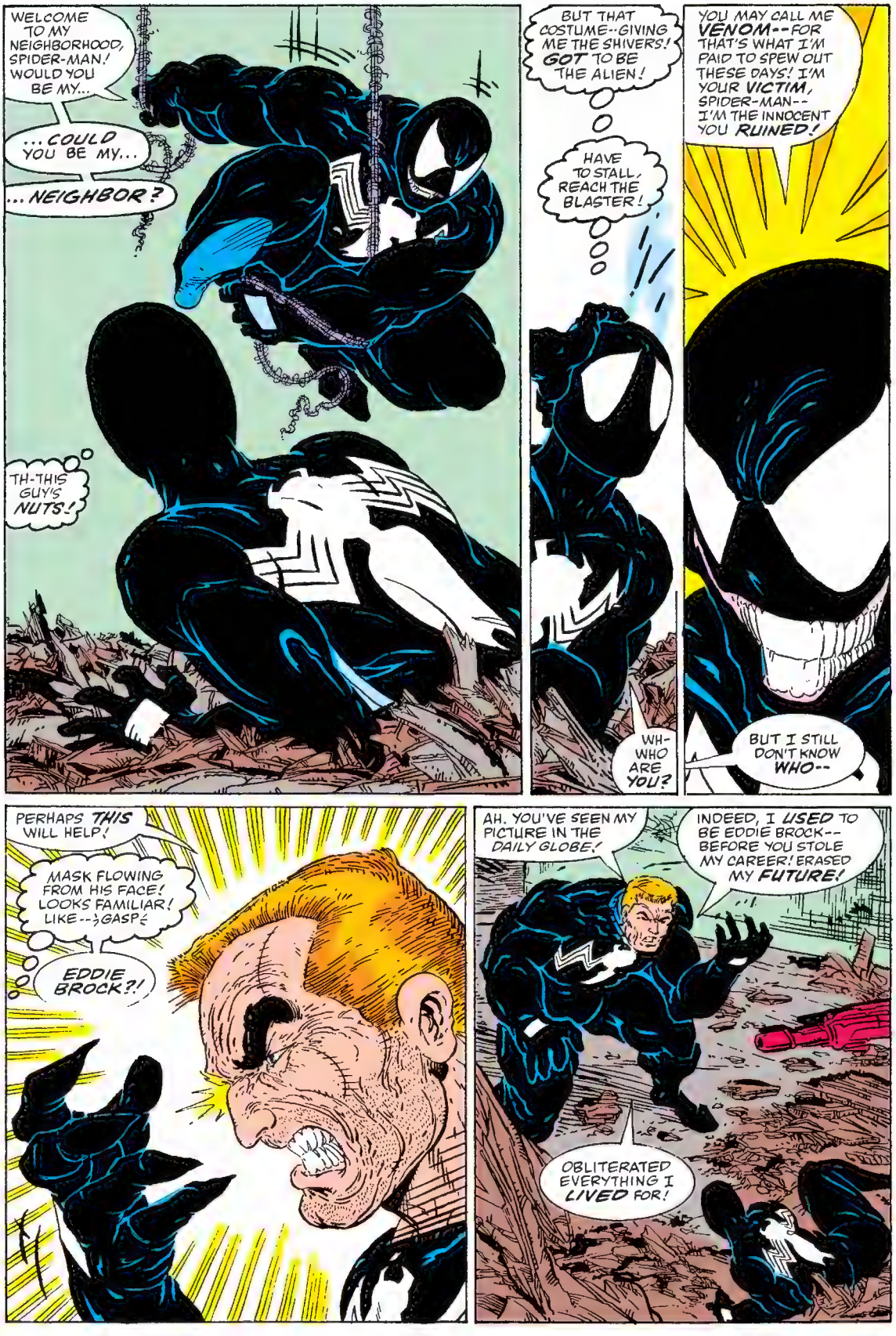

SANDY AND I'LL BUILD SOME MORE SANDWICHES WHILE YOU GUYS WORK ON THESE. SODAS ARE IN THE FRIDGE.
DIG IN!

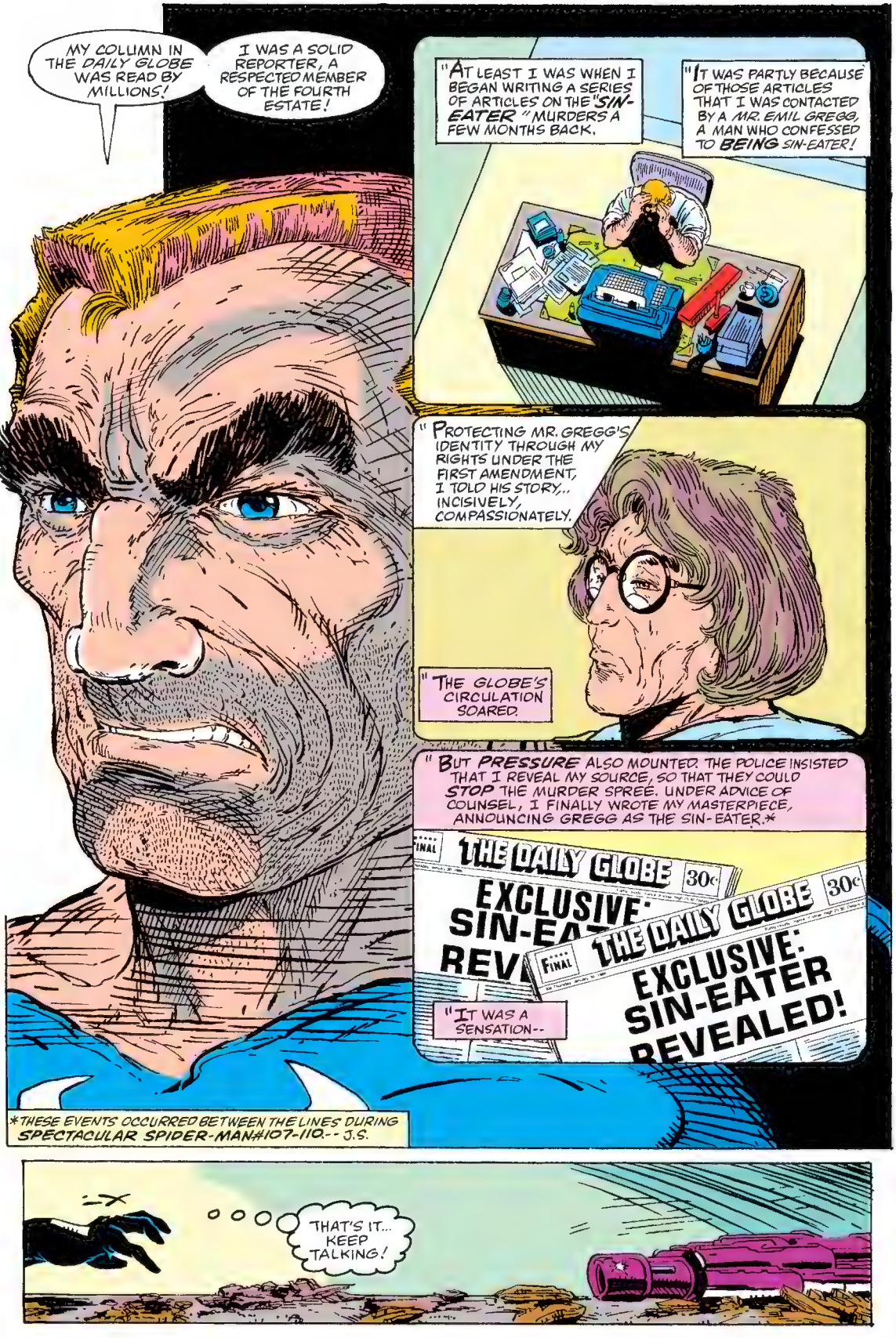
GIVE ANY MORE THOUGHT TO MY SUGGESTION, PETE? ABOUT GETTING OUT OF NEWS PHOTOGRAPHY?
YOU'RE THE BUGLE'S EDITOR IN CHIEF, ROBBIE--HOW COULD I NOT TAKE YOU SERIOUSLY?
IN FACT, I'VE BEEN THINKING HOW SCIENCE USED TO BE MY DRIVING AMBITION. MAYBE--EH?

'SCUSE ME, ROBBIE. THERE'S SOMETHING I HAVE TO DO.
NEED ANY HELP?

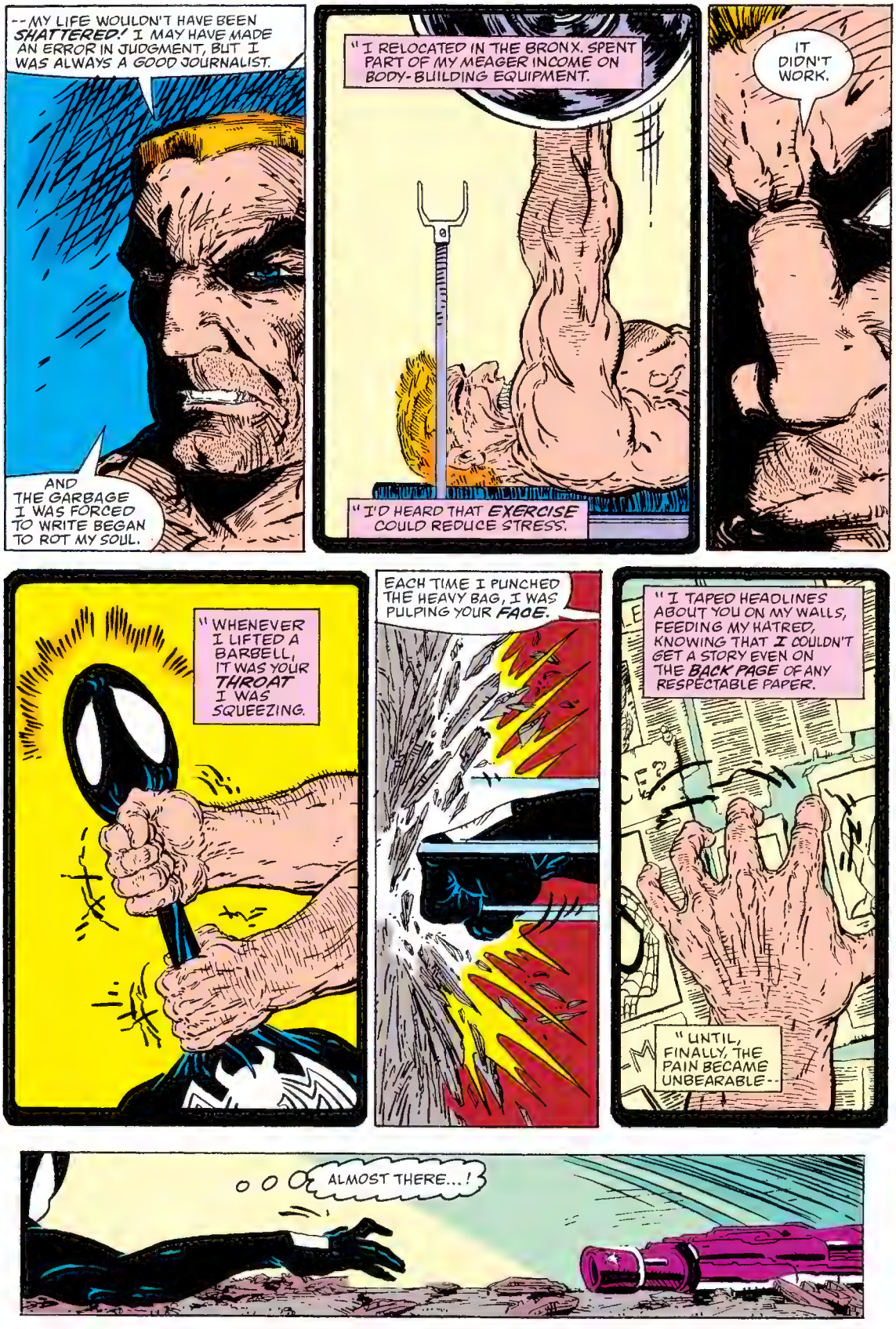

NO. I THINK I'D BETTER HANDLE THIS ALONE...!

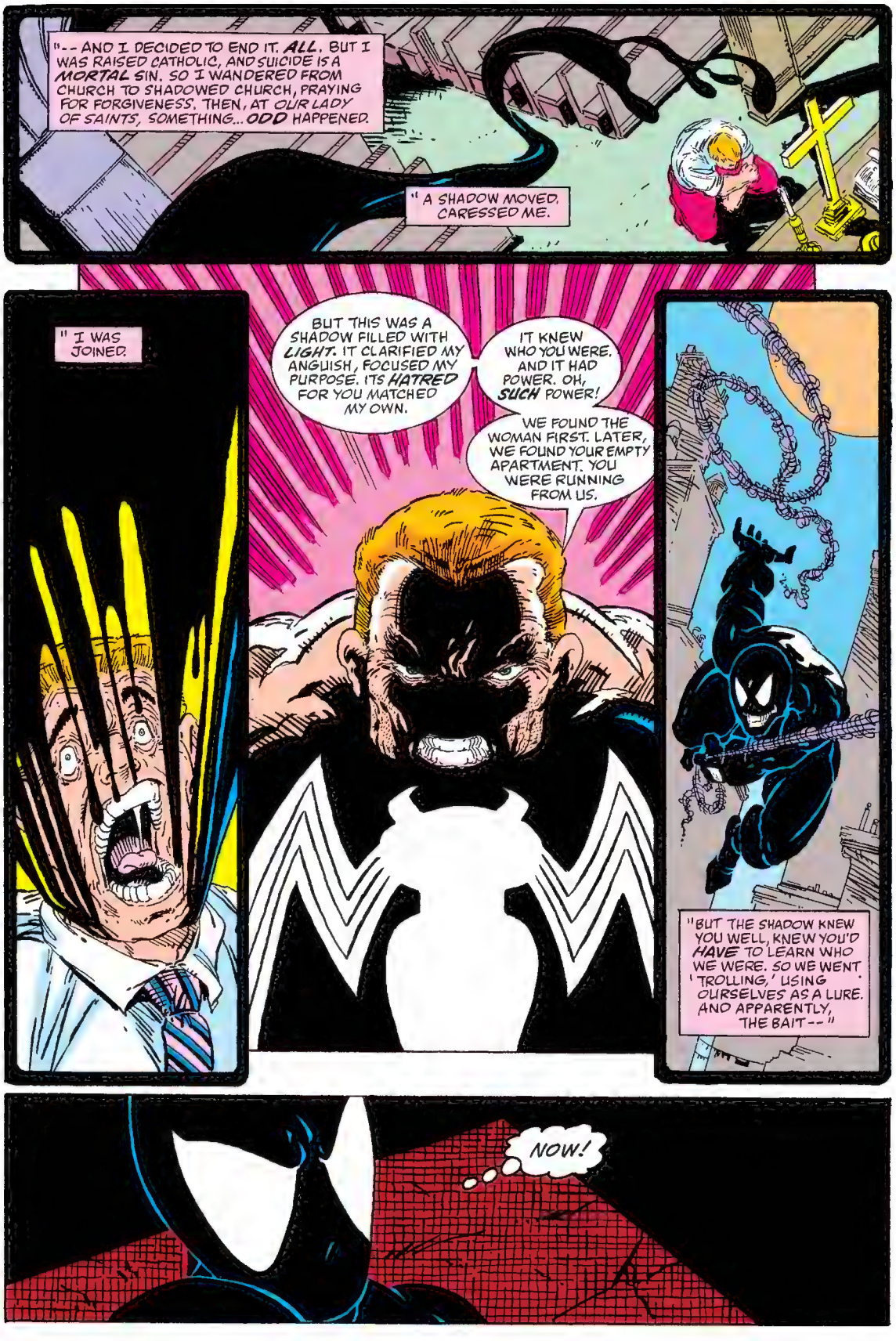

THREE MINUTES LATER, OVER THE SOUTH BRONX...
THAT CREEP MUST'VE CHECKED CHELSEA STREET AND FOUND I WASN'T THERE ANYMORE! NOW HE'S LOOKING FOR ME!
AND I COULDN'T TAKE A CHANCE ON HIM FINDING ME WITH ALL MY FRIENDS AROUND!
I JUST HOPE HE HASN'T GOTTEN SO FAR AHEAD THAT--
--BINGO! CRAWLING INTO THAT ABANDONED BUILDING!
I'LL JUST FOLLOW, SCOPE OUT THE SITUATION, THEN TAKE HIM BY SURPRISE! AFTER ALL--
--MY SPIDER-SENSE WILL WARN ME IF THERE'S ANY DANGER!
WOM!

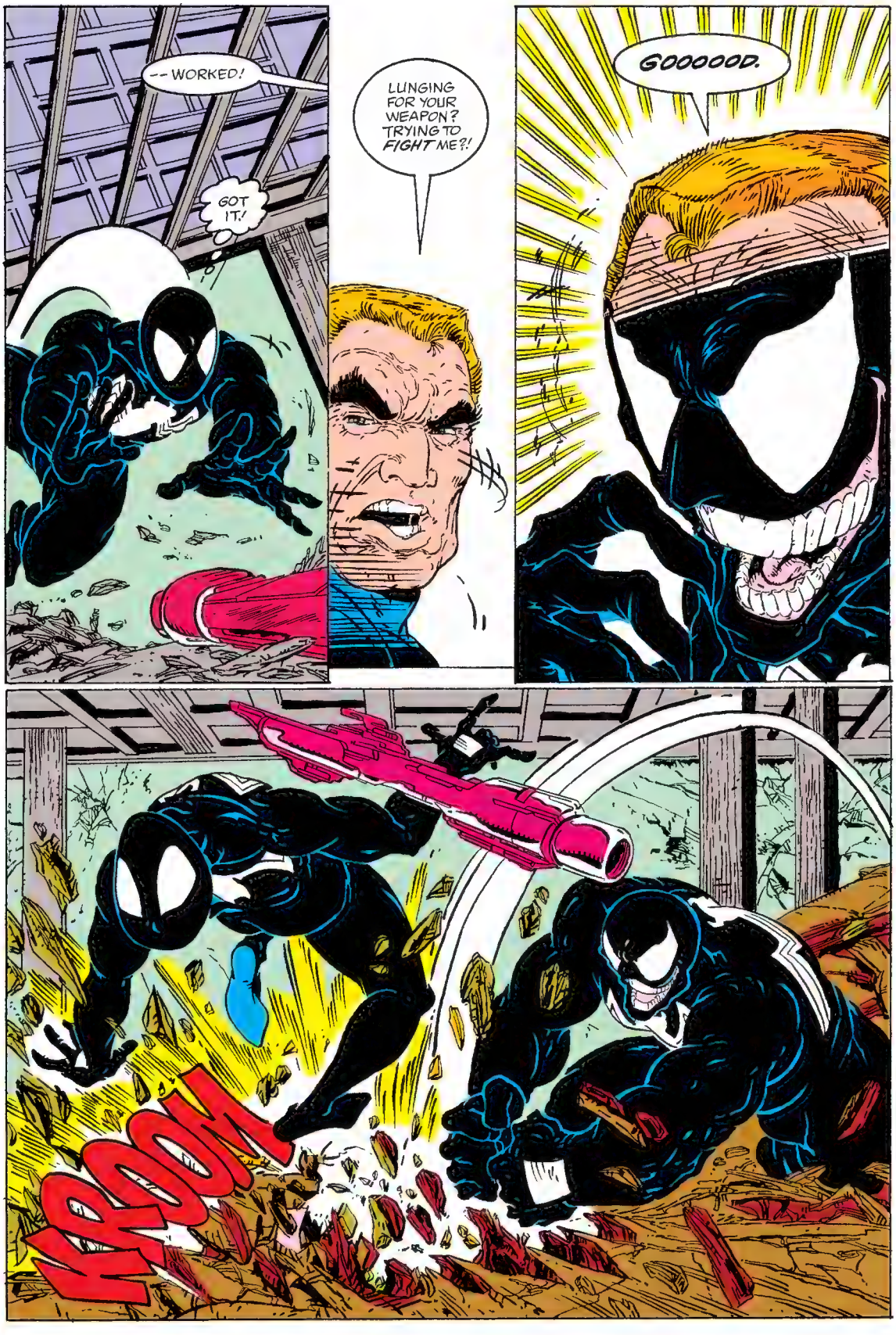

WELCOME TO MY NEIGHBORHOOD, SPIDER-MAN! WOULD YOU BE MY...
...COULD YOU BE MY...
...NEIGHBOR?
TH-THIS GUY'S NUTS!
BUT THAT COSTUME--GIVING ME THE SHIVERS! GOT TO BE THE ALIEN!
HAVE TO STALL, REACH THE BLASTER!
WH-WHO ARE YOU?
YOU MAY CALL ME VENOM--FOR THAT'S WHAT I'M PAID TO SPEW OUT THESE DAYS! I'M YOUR VICTIM, SPIDER-MAN--I'M THE INNOCENT YOU RUINED!
BUT I STILL DON'T KNOW WHO--
PERHAPS THIS WILL HELP!
MASK FLOWING FROM HIS FACE! LOOKS FAMILIAR! LIKE--GASP!
EDDIE BROCK?!
AH. YOU'VE SEEN MY PICTURE IN THE DAILY GLOBE!
INDEED, I USED TO BE EDDIE BROCK--BEFORE YOU STOLE MY CAREER! ERASED MY FUTURE!
OBLITERATED EVERYTHING I LIVED FOR!

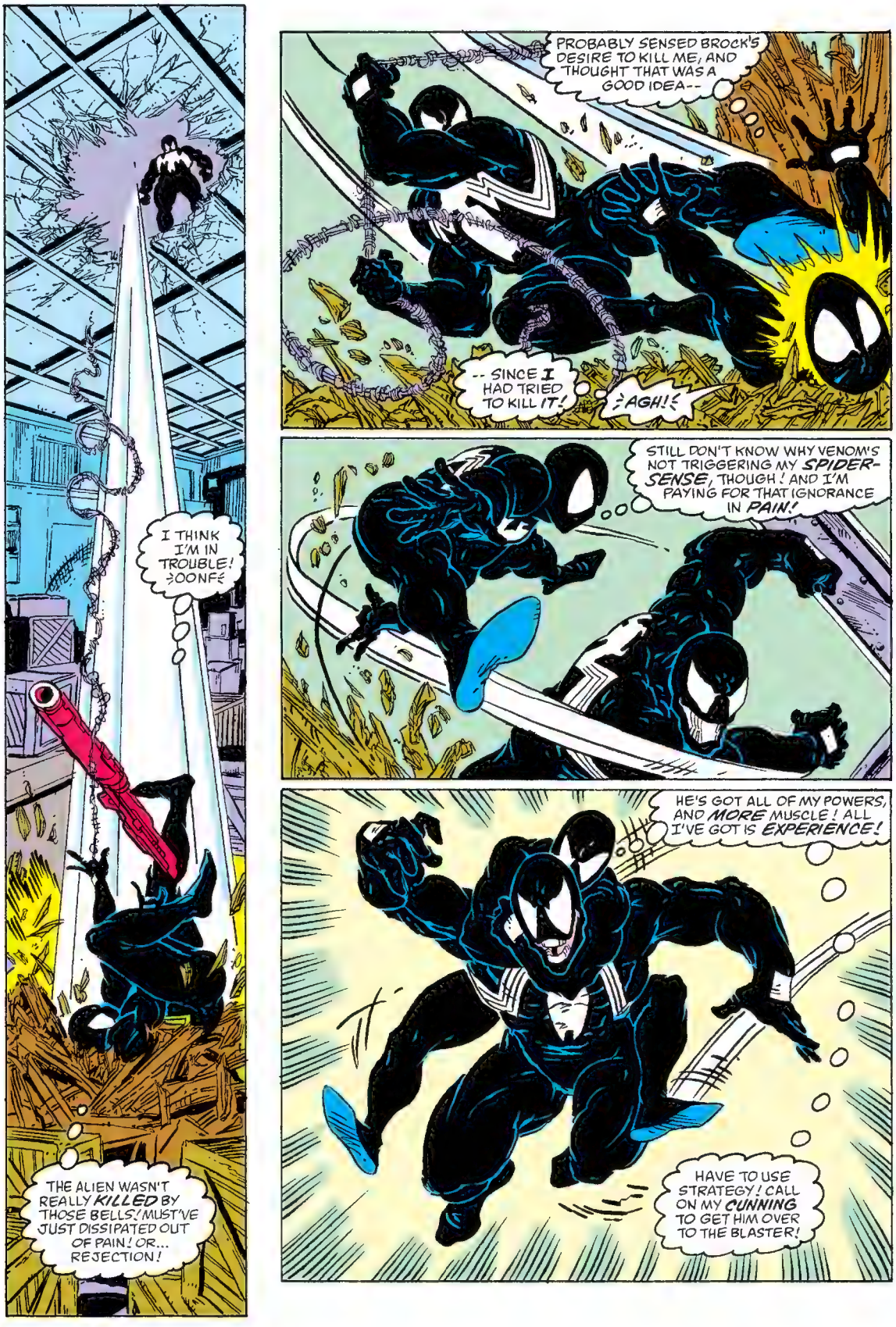

MY COLUMN IN THE DAILY GLOBE WAS READ BY MILLIONS!
I WAS A SOLID REPORTER, A RESPECTED MEMBER OF THE FOURTH ESTATE!
"AT LEAST I WAS WHEN I BEGAN WRITING A SERIES OF ARTICLES ON THE "SIN-EATER" MURDERS A FEW MONTHS BACK.
"IT WAS PARTLY BECAUSE OF THOSE ARTICLES THAT I WAS CONTACTED BY A MR. EMIL GREGG, A MAN WHO CONFESSED TO BEING SIN-EATER!
"PROTECTING MR. GREGG'S IDENTITY THROUGH MY RIGHTS UNDER THE FIRST AMENDMENT, I TOLD HIS STORY,.. INCISIVELY, COMPASSIONATELY.
"THE GLOBE'S CIRCULATION SOARED.
"BUT PRESSURE ALSO MOUNTED. THE POLICE INSISTED THAT I REVEAL MY SOURCE, SO THAT THEY COULD STOP THE MURDER SPREE. UNDER ADVICE OF COUNSEL, I FINALLY WROTE MY MASTERPIECE, ANNOUNCING GREGG AS THE SIN-EATER.*
THE DAILY GLOBE 30¢
EXCLUSIVE:
SIN-EA
REV
FINAL
THE DAILY GLOBE 30¢
EXCLUSIVE: SIN-EATER REVEALED!
"IT WAS A SENSATION--
*THESE EVENTS OCCURRED BETWEEN THE LINES DURING SPECTACULAR SPIDER-MAN#107-110.-- J.S.
THAT'S IT... KEEP TALKING!

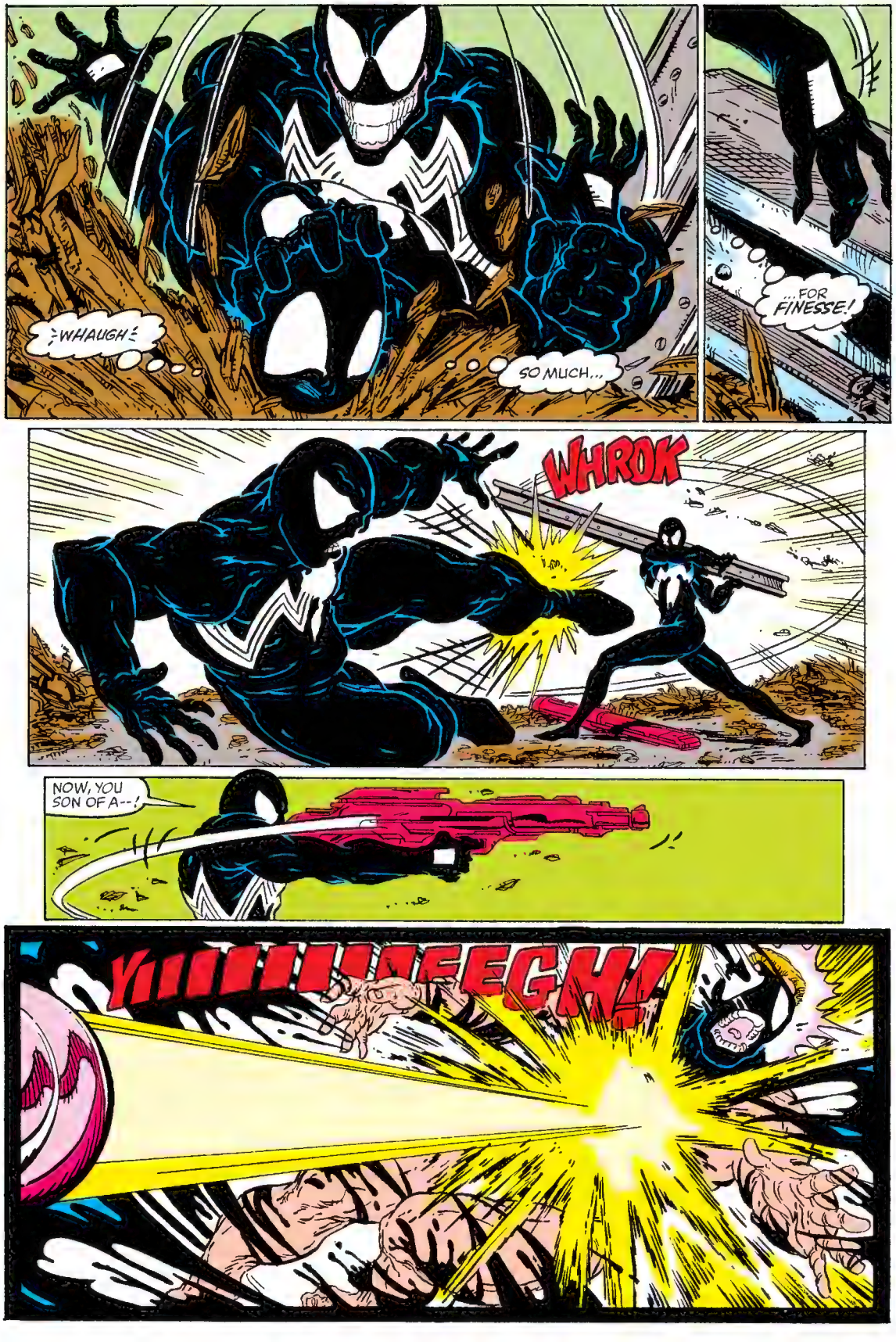
--FOR ABOUT AN HOUR-AND-A-HALF!
THAT WAS HOW LONG IT WAS BEFORE YOU REVEALED WHO THE REAL SIN-EATER WAS!
"SOON, THE WHOLE CITY KNEW THAT SIN-EATER WAS ACTUALLY POLICEMAN STAN CARTER--AND THAT MY STORY WAS BASED ON THE LURID RAMBLINGS OF A COMPULSIVE CONFESSOR!
"THE GLOBE WAS A LAUGHING STOCK. I WAS FIRED. MY PEERS QUESTIONED MY ETHICS, SHUNNED ME. I WAS FORCED TO WRITE VENOMOUS CELEBRITY EXPOSÉS AND "I WAS KIDNAPED BY ALIENS" DRIVEL FOR SCANDAL RAGS, JUST TO EKE OUT A LIVING.
"IF YOU HADN'T BUTTED IN, NO ONE WOULD HAVE KNOWN THAT EMIL GREGG WASN'T THE SIN-EATER
HERO
"PERHAPS CARTER WOULD HAVE BEEN SMART AND STOPPED HIS KILLINGS, KNOWING HE COULD GET OFF SCOT-FREE.
"PERHAPS--
...JUST A LITTLE MORE...!

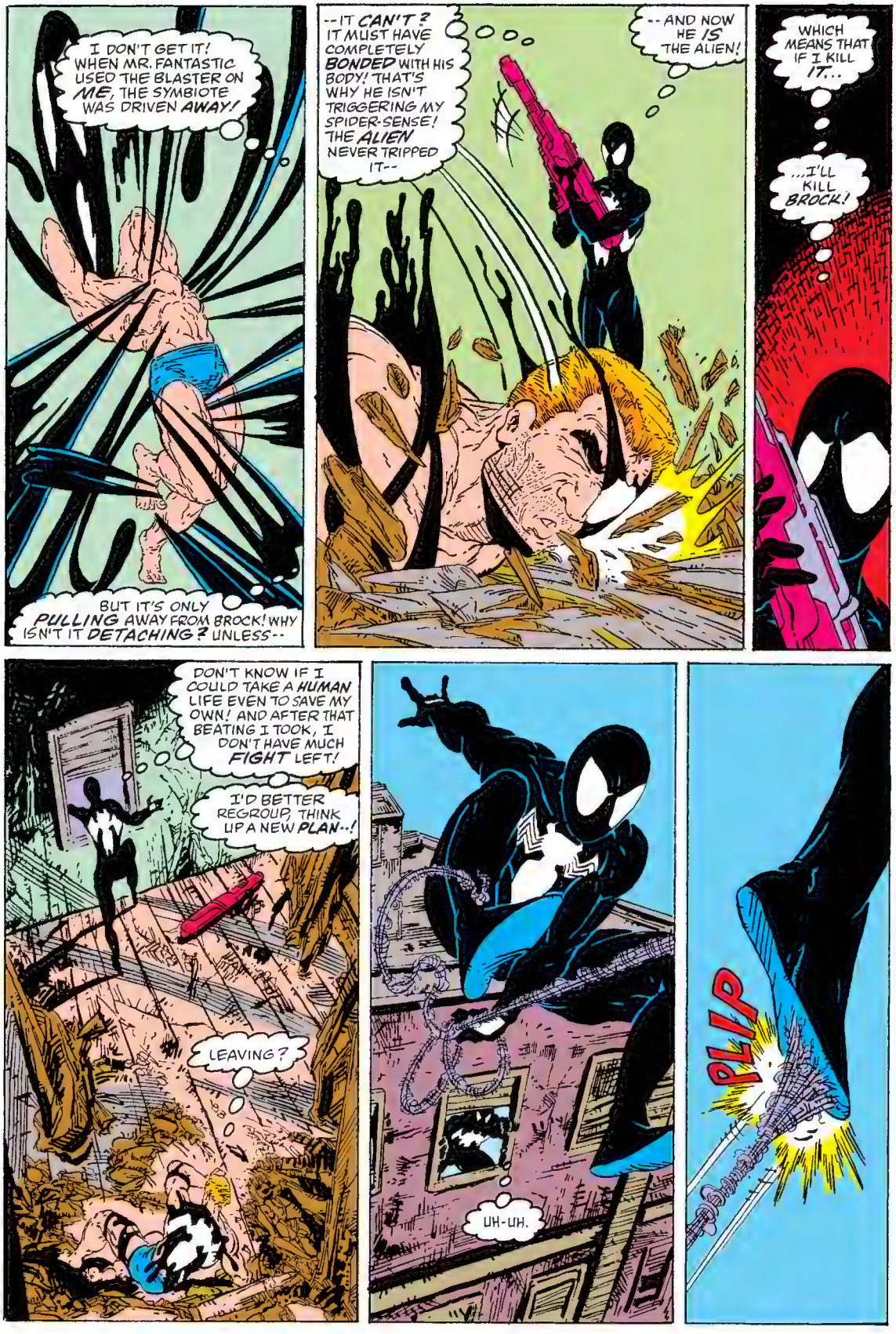

--MY LIFE WOULDN'T HAVE BEEN SHATTERED! I MAY HAVE MADE AN ERROR IN JUDGMENT, BUT I WAS ALWAYS A GOOD JOURNALIST.
AND THE GARBAGE I WAS FORCED TO WRITE BEGAN TO ROT MY SOUL.
"I RELOCATED IN THE BRONX. SPENT PART OF MY MEAGER INCOME ON BODY-BUILDING EQUIPMENT.
"I'D HEARD THAT EXERCISE COULD REDUCE STRESS.
IT DIDN'T WORK.
"WHENEVER I LIFTED A BARBELL, IT WAS YOUR THROAT I WAS SQUEEZING.
EACH TIME I PUNCHED THE HEAVY BAG, I WAS PULPING YOUR FACE.
"I TAPED HEADLINES ABOUT YOU ON MY WALLS, FEEDING MY HATRED, KNOWING THAT I COULDN'T GET A STORY EVEN ON THE BACK PAGE OF ANY RESPECTABLE PAPER.
"UNTIL, FINALLY, THE PAIN BECAME UNBEARABLE--
ALMOST THERE...!


"-- AND I DECIDED TO END IT. ALL. BUT I WAS RAISED CATHOLIC, AND SUICIDE IS A MORTAL SIN. SO I WANDERED FROM CHURCH TO SHADOWED CHURCH, PRAYING FOR FORGIVENESS. THEN, AT OUR LADY OF SAINTS, SOMETHING... ODD HAPPENED.
" A SHADOW MOVED. CARESSED ME.
" I WAS JOINED.
BUT THIS WAS A SHADOW FILLED WITH LIGHT. IT CLARIFIED MY ANGUISH, FOCUSED MY PURPOSE. ITS HATRED FOR YOU MATCHED MY OWN.
IT KNEW WHO YOU WERE. AND IT HAD POWER. OH, SUCH POWER!
WE FOUND THE WOMAN FIRST. LATER, WE FOUND YOUR EMPTY APARTMENT. YOU WERE RUNNING FROM US.
"BUT THE SHADOW KNEW YOU WELL, KNEW YOU'D HAVE TO LEARN WHO WE WERE. SO WE WENT 'TROLLING,' USING OURSELVES AS A LURE. AND APPARENTLY, THE BAIT--"
NOW!


-- WORKED!
GOT IT!
LUNGING FOR YOUR WEAPON? TRYING TO *FIGHT* ME?!
GOOOOOD.
KRAK!

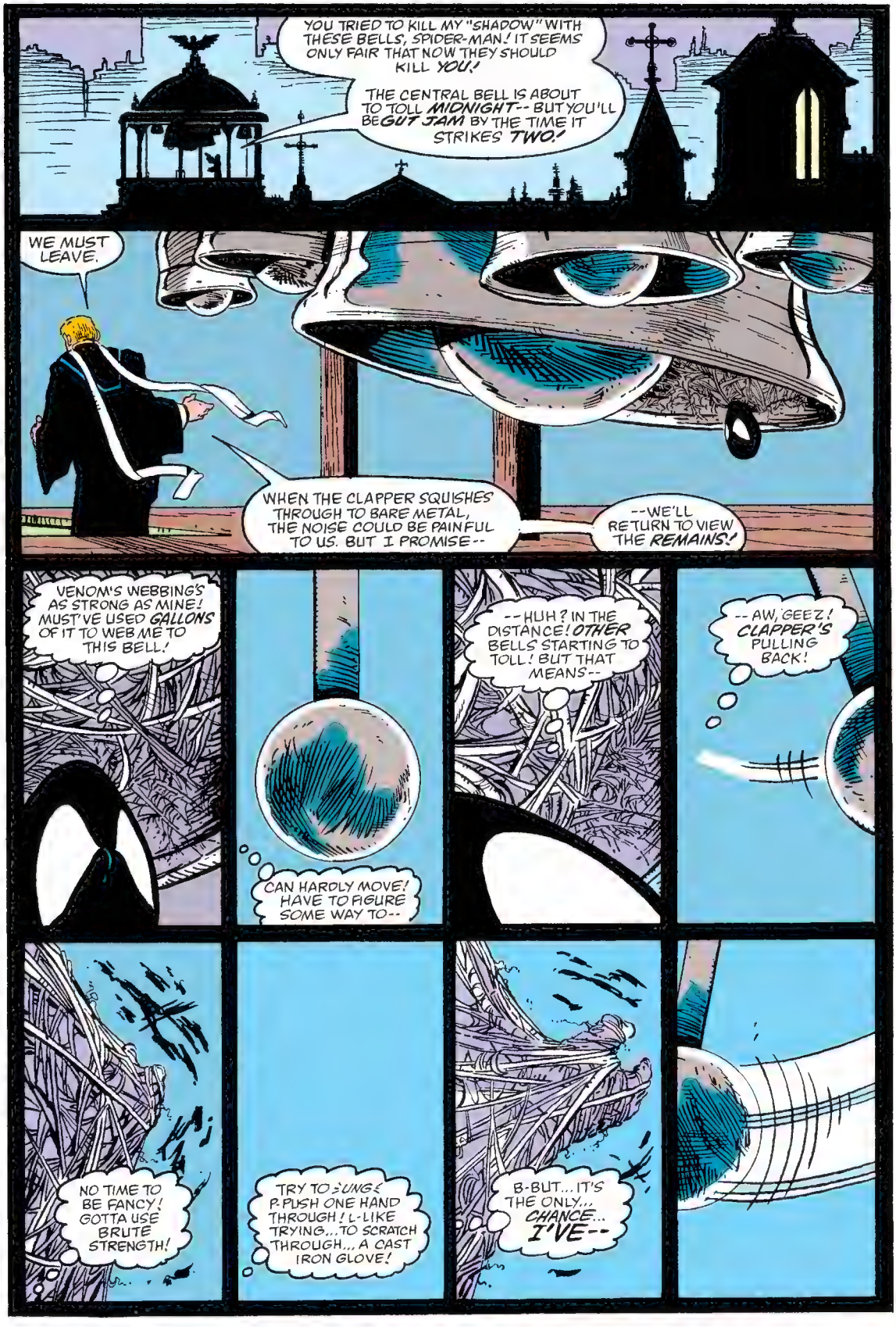

I THINK I'M IN TROUBLE! ≥OONF≤
THE ALIEN WASN'T REALLY KILLED BY THOSE BELLS! MUST'VE JUST DISSIPATED OUT OF PAIN! OR... REJECTION!
PROBABLY SENSED BROCK'S DESIRE TO KILL ME, AND THOUGHT THAT WAS A GOOD IDEA--
-- SINCE I HAD TRIED TO KILL IT!
≥AGH!≤
STILL DON'T KNOW WHY VENOM'S NOT TRIGGERING MY SPIDER-SENSE, THOUGH! AND I'M PAYING FOR THAT IGNORANCE IN PAIN!
HE'S GOT ALL OF MY POWERS, AND MORE MUSCLE! ALL I'VE GOT IS EXPERIENCE!
HAVE TO USE STRATEGY! CALL ON MY CUNNING TO GET HIM OVER TO THE BLASTER!


WHAUGH
SO MUCH...
...FOR FINESSE!
WHROK
NOW, YOU SON OF A--!
YIIIIIIIEEGH!

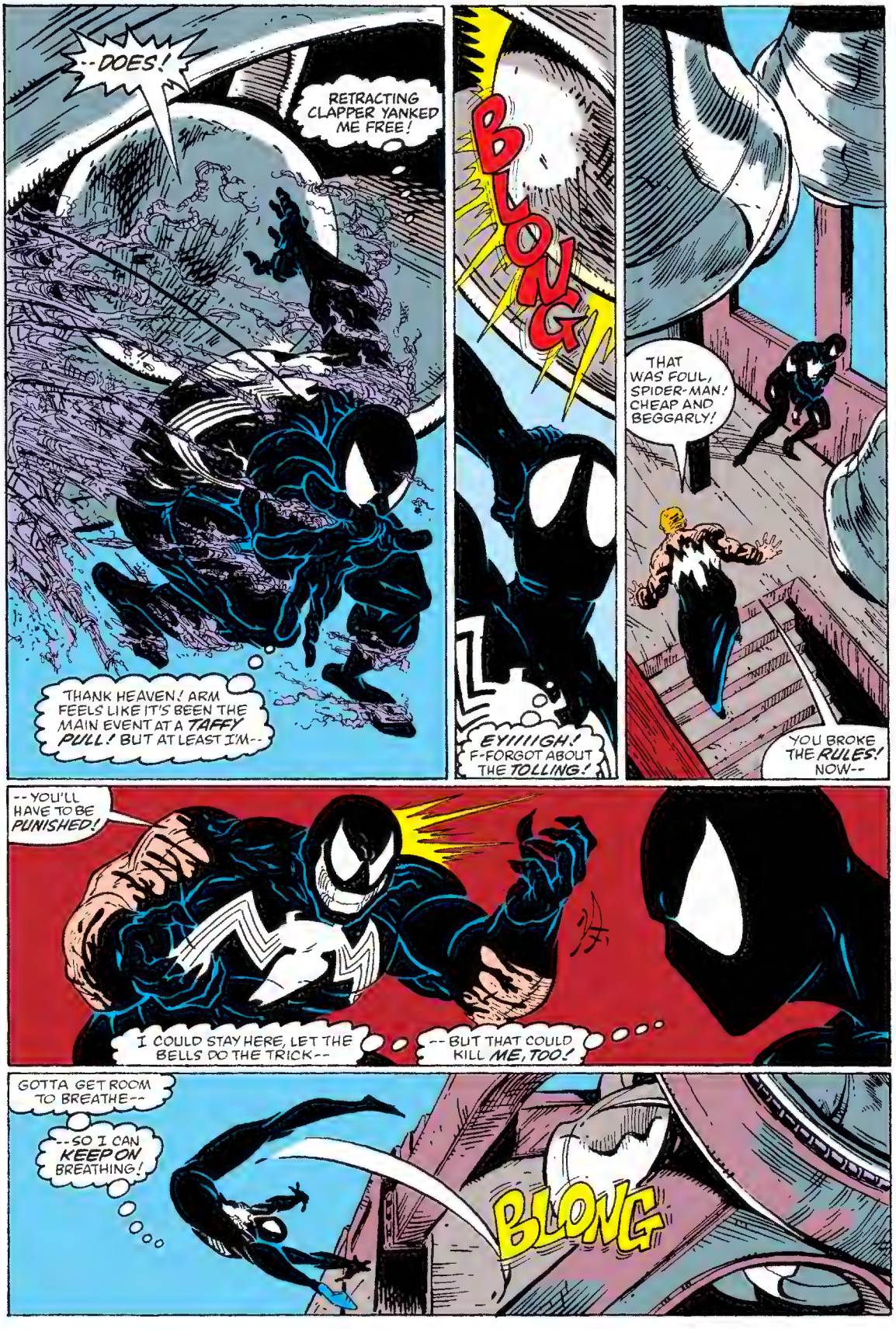

I DON'T GET IT! WHEN MR. FANTASTIC USED THE BLASTER ON ME, THE SYMBIOTE WAS DRIVEN AWAY!
BUT IT'S ONLY PULLING AWAY FROM BROCK! WHY ISN'T IT DETACHING? UNLESS--
--IT CAN'T? IT MUST HAVE COMPLETELY BONDED WITH HIS BODY! THAT'S WHY HE ISN'T TRIGGERING MY SPIDER-SENSE! THE ALIEN NEVER TRIPPED IT--
--AND NOW HE IS THE ALIEN!
WHICH MEANS THAT IF I KILL IT...
...I'LL KILL BROCK!
DON'T KNOW IF I COULD TAKE A HUMAN LIFE EVEN TO SAVE MY OWN! AND AFTER THAT BEATING I TOOK, I DON'T HAVE MUCH FIGHT LEFT!
I'D BETTER REGROUP, THINK UP A NEW PLAN--!
LEAVING?
UH-UH.
PLIP

WHU--?!?
KERMHRASH
NIGHT-NIGHT.
WOP

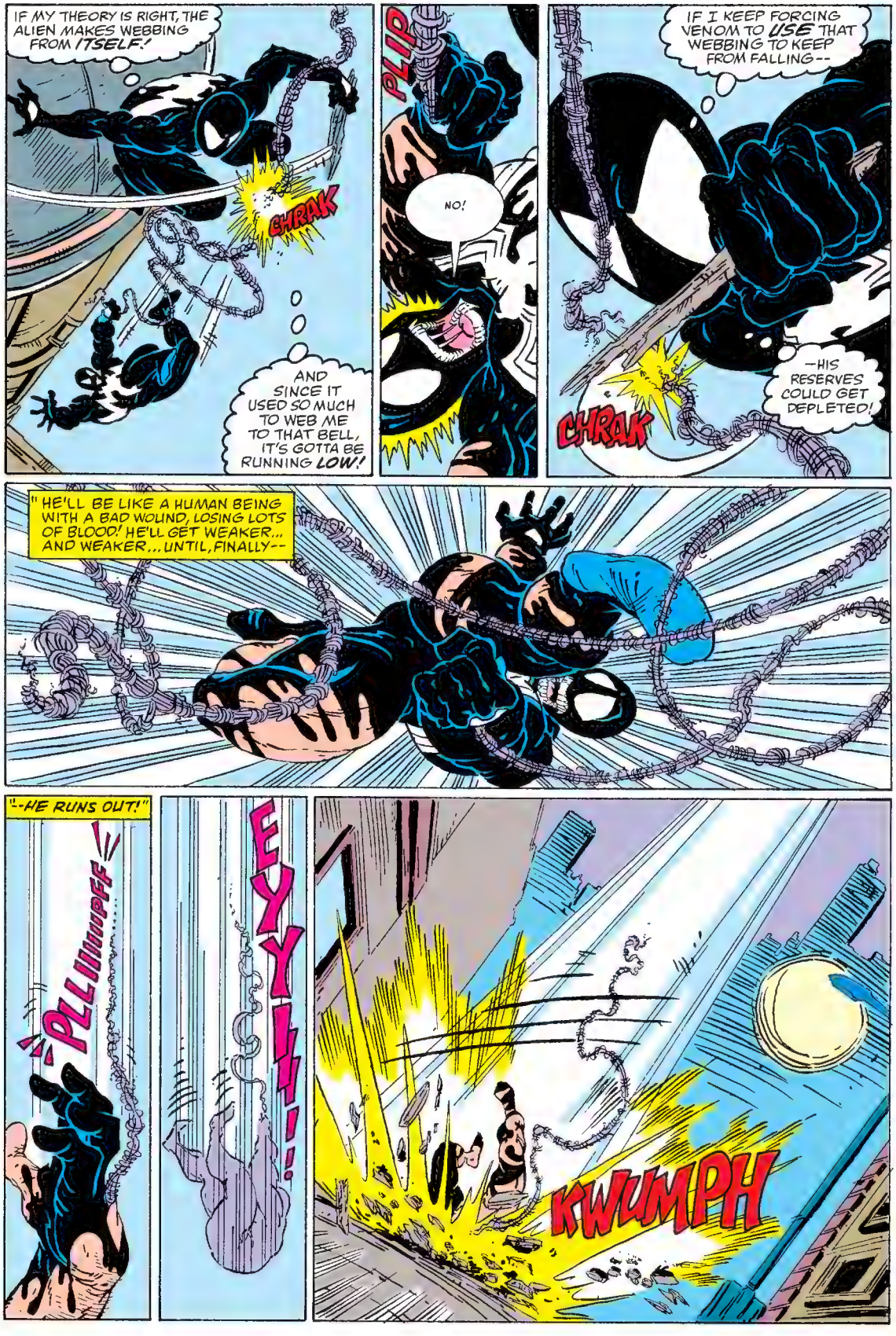
UNKNOWN HOURS PASS.
UUUUUUHH...
WELCOME BACK TO THE LAND OF THE LIVING, SPIDER-MAN! WHAT A PITY YOUR STAY WILL BE SUCH A SHORT ONE!
WHA-- LORD!
APROPOS SENTIMENTS, CONSIDERING THE CIRCUM-STANCES.
JUST AS MY ALTERED GARB IS APPROPRIATE. AFTER ALL, WE ARE, IN A MANNER OF SPEAKING, ABOUT TO EXORCISE--
-- A DEMON!
HIH HEEE HA HA HA!

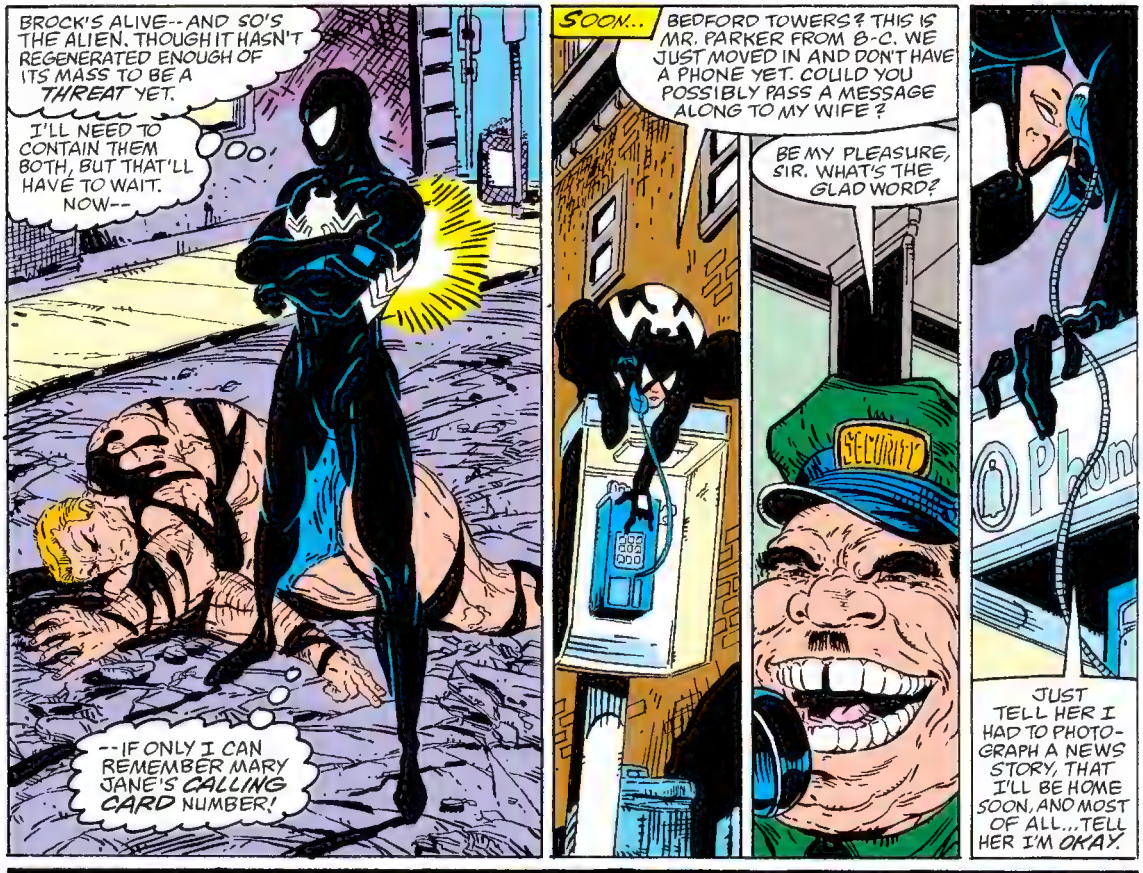

YOU TRIED TO KILL MY "SHADOW" WITH THESE BELLS, SPIDER-MAN! IT SEEMS ONLY FAIR THAT NOW THEY SHOULD KILL YOU!
THE CENTRAL BELL IS ABOUT TO TOLL MIDNIGHT-- BUT YOU'LL BE GUT JAM BY THE TIME IT STRIKES TWO!
WE MUST LEAVE.
WHEN THE CLAPPER SQUISHES THROUGH TO BARE METAL, THE NOISE COULD BE PAINFUL TO US. BUT I PROMISE--
--WE'LL RETURN TO VIEW THE REMAINS!
VENOM'S WEBBING'S AS STRONG AS MINE! MUST'VE USED GALLONS OF IT TO WEB ME TO THIS BELL!
CAN HARDLY MOVE! HAVE TO FIGURE SOME WAY TO--
--HUH? IN THE DISTANCE! OTHER BELLS STARTING TO TOLL! BUT THAT MEANS--
--AW, GEEZ! CLAPPER'S PULLING BACK!
NO TIME TO BE FANCY! GOTTA USE BRUTE STRENGTH!
TRY TO LUNGE P-PUSH ONE HAND THROUGH! L-LIKE TRYING... TO SCRATCH THROUGH... A CAST IRON GLOVE!
B-BUT... IT'S THE ONLY... CHANCE... I'VE--

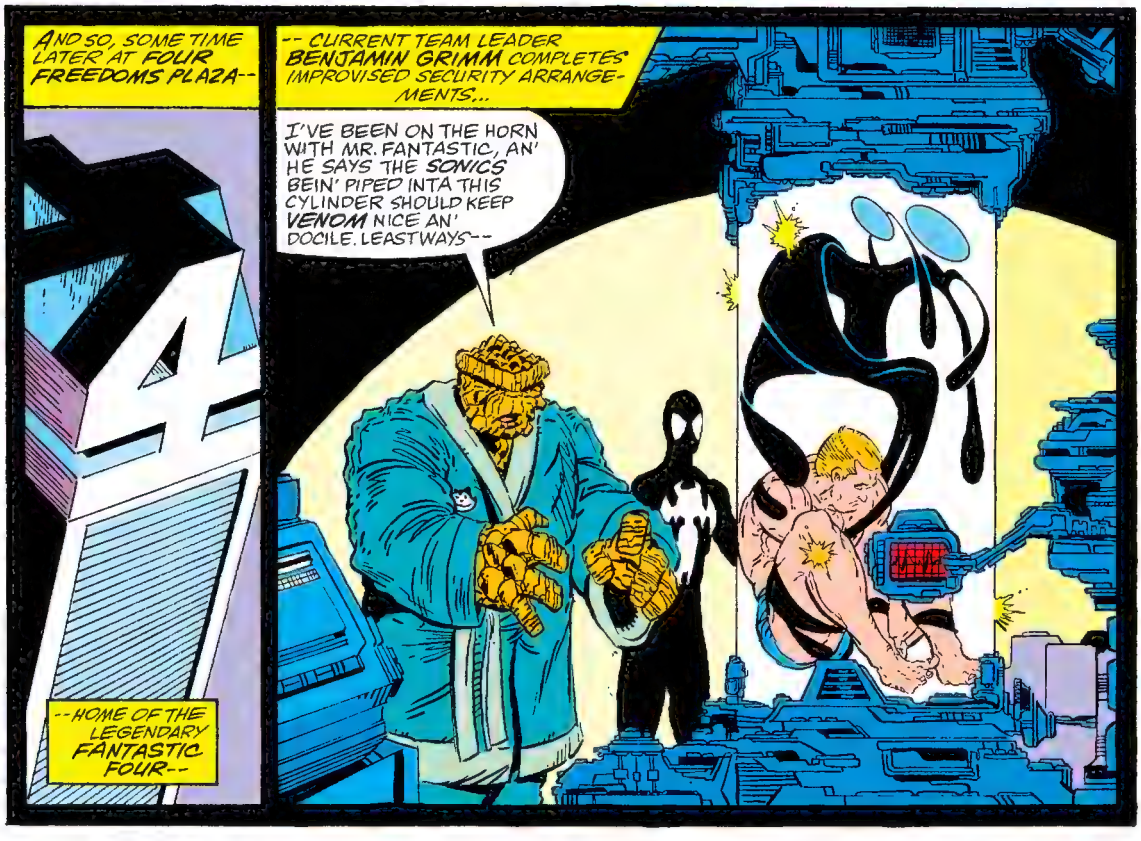
≠WHEW≤
STOPPED IT ONCE. BUT HOW MANY TIMES CAN I PULL THAT STUNT--
-- BEFORE THE BONES IN MY HAND ARE CRUSHED TO POWDER?
STRANGE. WE SHOULD HAVE HEARD SOMETHING BY NOW.
A CRUNCH, A SCREAM... SOMETHING!
≠AGH!≤
NOW OR NEVER! WON'T BE ABLE TO STOP IT AGAIN!
MAYBE I DON'T HAVE THE STRENGTH TO PULL MYSELF FROM THIS WEBBING IN TIME, BUT I'LL BET MY GOOD RIGHT ARM THAT THE AUTOMATED BELL-RINGING MACHINERY--

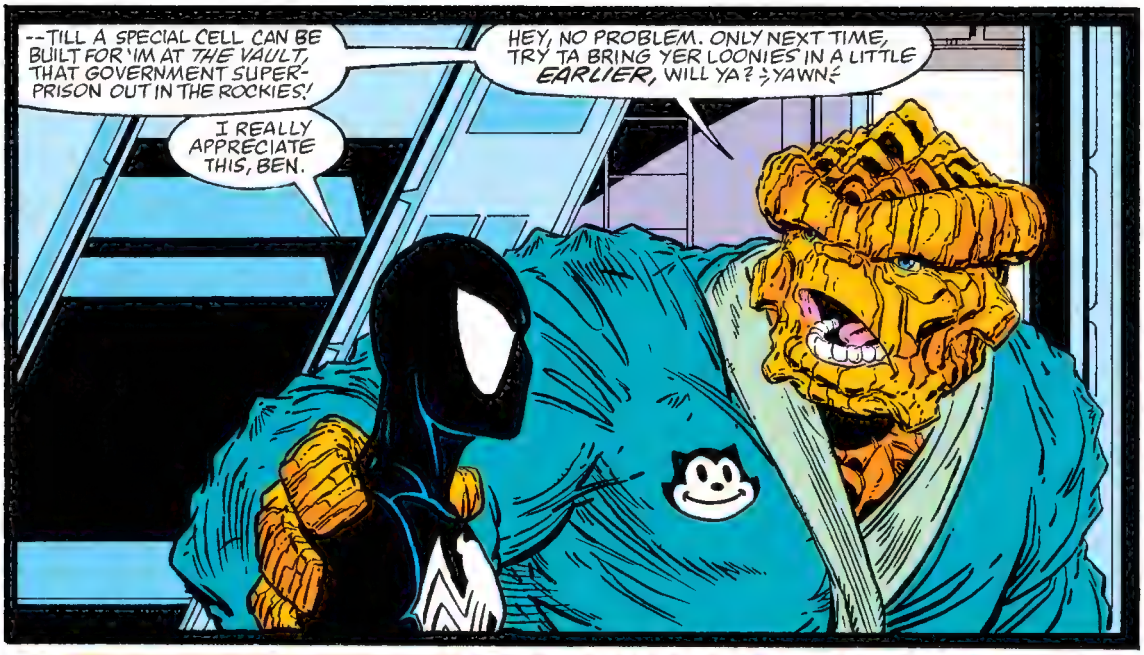

--DOES!
RETRACTING CLAPPER YANKED ME FREE!
THANK HEAVEN! ARM FEELS LIKE IT'S BEEN THE MAIN EVENT AT A TAFFY PULL! BUT AT LEAST I'M--
BLONG!
EYIIIIGH! F-FORGOT ABOUT THE TOLLING!
THAT WAS FOUL, SPIDER-MAN! CHEAP AND BEGGARLY!
YOU BROKE THE RULES! NOW--
--YOU'LL HAVE TO BE PUNISHED!
I COULD STAY HERE, LET THE BELLS DO THE TRICK--
--BUT THAT COULD KILL ME, TOO!
GOTTA GET ROOM TO BREATHE--
--SO I CAN KEEP ON BREATHING!
BLONG

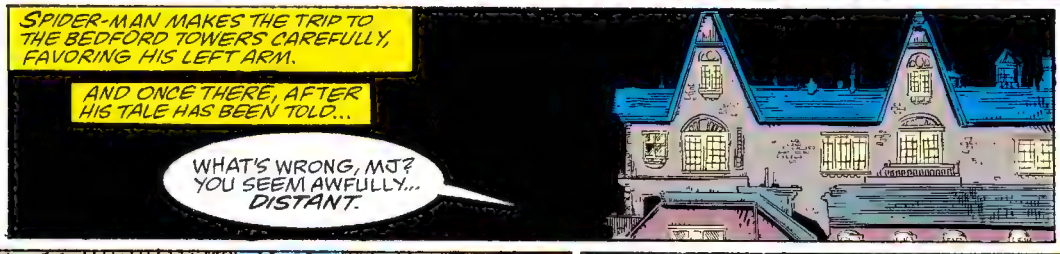
THINK, SPIDEY! HOW CAN YOU FIGHT THIS GUY? HE HAS THE SAME POWERS AS YOU, THE SAME WEBBING, THE SAME-- WAIT! HE DOESN'T HAVE THE SAME WEBBING!
WHEN I WORE THE ALIEN SUIT, I NEVER NEEDED WEBBING CARTRIDGES! NEVER EVEN KNEW WHERE THE WEBBING CAME FROM!
AND I REMEMBER PUMA SAYING THE WEBBING WAS ORGANIC!*
THAT COULD MEAN IT'S MADE OF THE ALIEN'S OWN SUB-STANCE, THAT HE REGENERATES IT OVER TIME! AND THAT COULD BE MY KEY--
KRRIK
* IN AMAZING SPIDER-MAN #259.--J.S.
--TO SURVIVAL!
BLONG
THWOK
PLIP

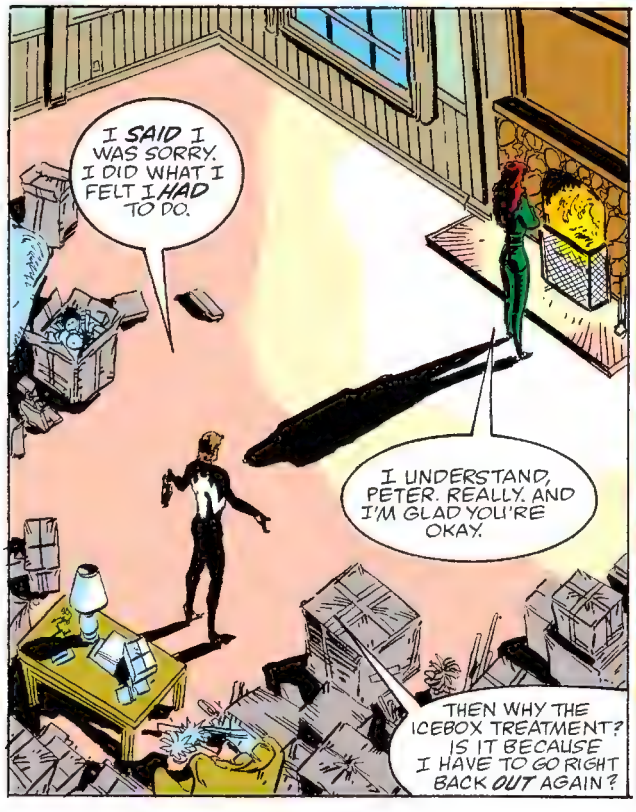

IF MY THEORY IS RIGHT, THE ALIEN MAKES WEBBING FROM ITSELF!
CHRAK
AND SINCE IT USED SO MUCH TO WEB ME TO THAT BELL, IT'S GOTTA BE RUNNING LOW!
PLIP
NO!
IF I KEEP FORCING VENOM TO USE THAT WEBBING TO KEEP FROM FALLING--
--HIS RESERVES COULD GET DEPLETED!
CHRAK
"HE'LL BE LIKE A HUMAN BEING WITH A BAD WOUND, LOSING LOTS OF BLOOD! HE'LL GET WEAKER... AND WEAKER... UNTIL, FINALLY--
"--HE RUNS OUT!"
PLLIIIIIPFF
EYYIII!!
KWUMPH

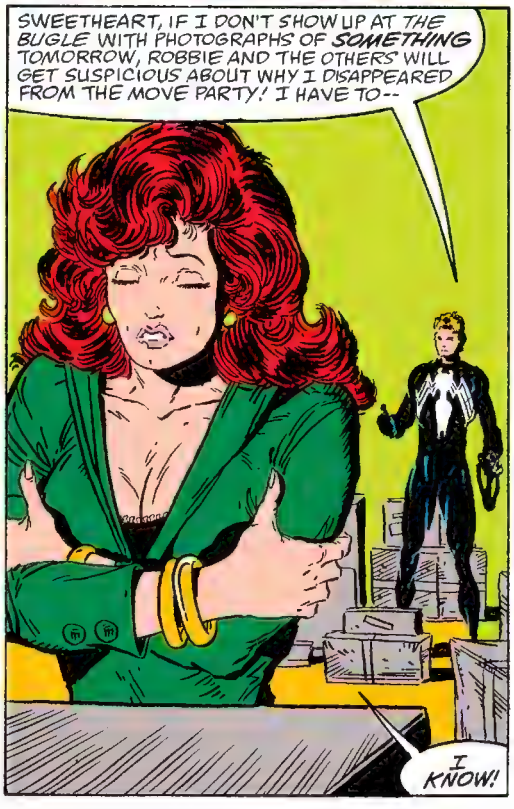

BROCK'S ALIVE--AND SO'S THE ALIEN. THOUGH IT HASN'T REGENERATED ENOUGH OF ITS MASS TO BE A THREAT YET.
I'LL NEED TO CONTAIN THEM BOTH, BUT THAT'LL HAVE TO WAIT. NOW--
--IF ONLY I CAN REMEMBER MARY JANE'S CALLING CARD NUMBER!
SOON...
BEDFORD TOWERS? THIS IS MR. PARKER FROM B-C. WE JUST MOVED IN AND DON'T HAVE A PHONE YET. COULD YOU POSSIBLY PASS A MESSAGE ALONG TO MY WIFE?
BE MY PLEASURE, SIR. WHAT'S THE GLAD WORD?
SECURITY
JUST TELL HER I HAD TO PHOTOGRAPH A NEWS STORY, THAT I'LL BE HOME SOON, AND MOST OF ALL...TELL HER I'M OKAY.

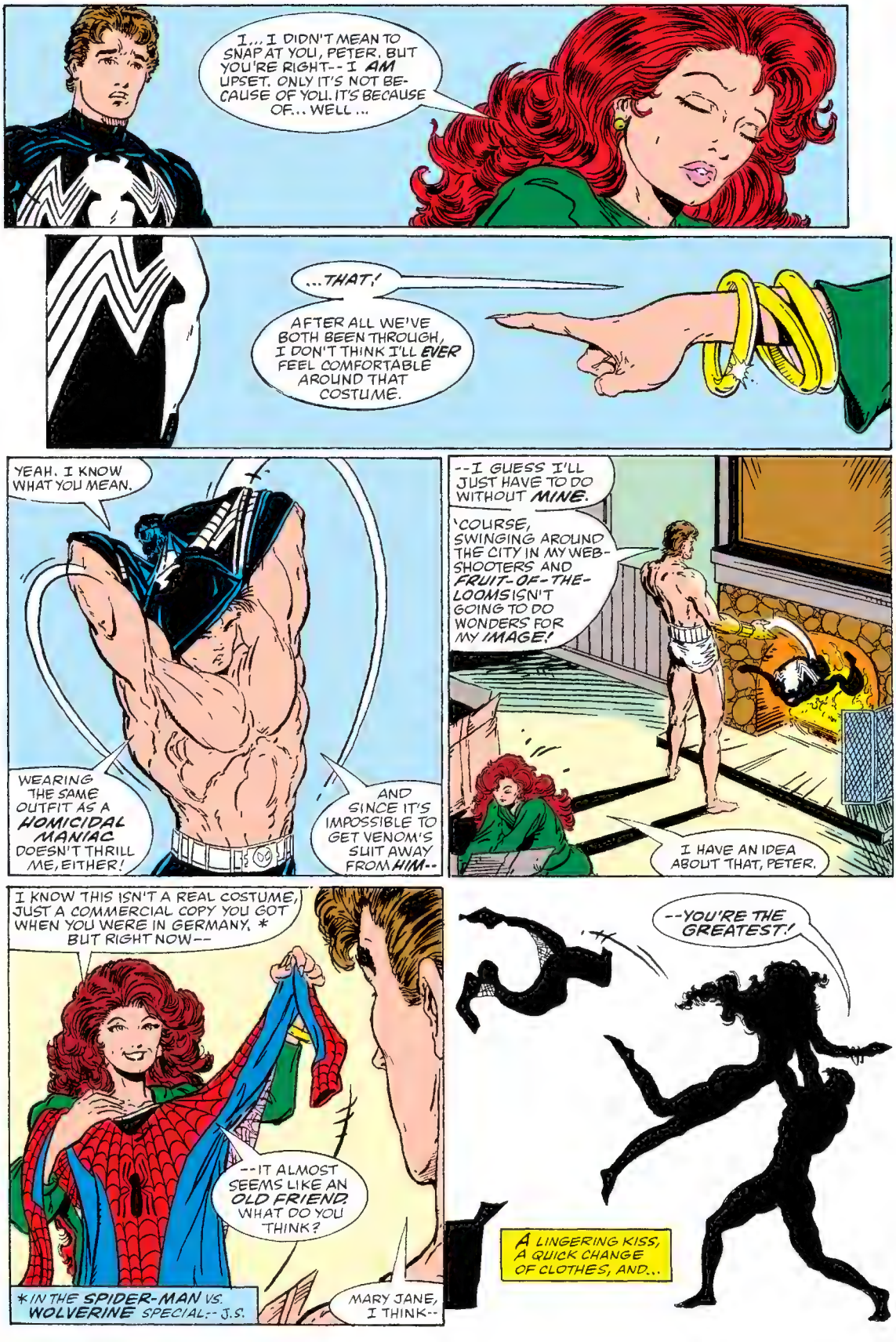

AND SO, SOME TIME LATER AT FOUR FREEDOMS PLAZA--
--HOME OF THE LEGENDARY FANTASTIC FOUR--
-- CURRENT TEAM LEADER BENJAMIN GRIMM COMPLETES IMPROVISED SECURITY ARRANGEMENTS...
I'VE BEEN ON THE HORN WITH MR. FANTASTIC, AN' HE SAYS THE SONICS BEIN' PIPED INTA THIS CYLINDER SHOULD KEEP VENOM NICE AN' DOCILE. LEASTWAYS--

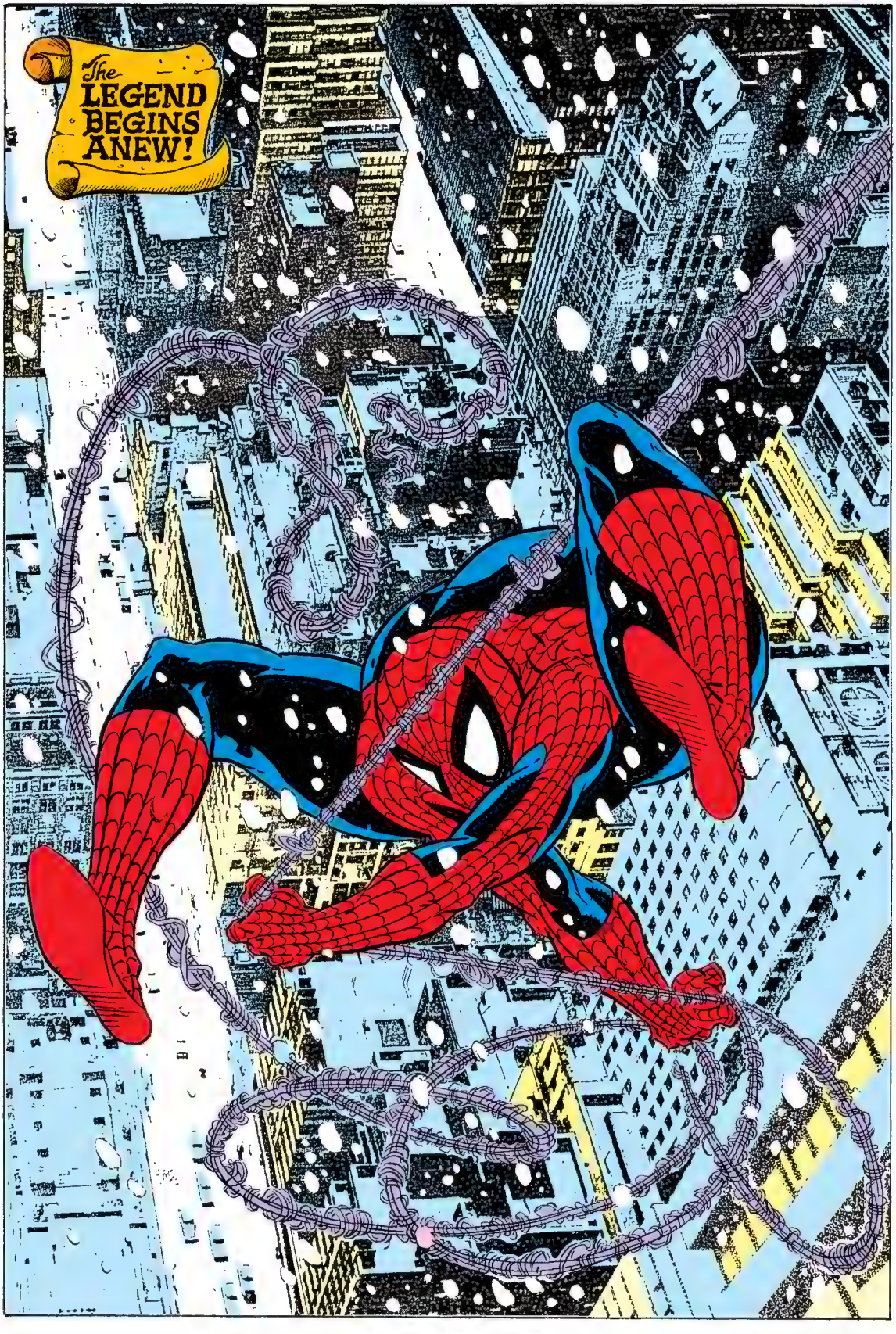

--TILL A SPECIAL CELL CAN BE BUILT FOR 'IM AT THE VAULT, THAT GOVERNMENT SUPER-PRISON OUT IN THE ROCKIES!
I REALLY APPRECIATE THIS, BEN.
HEY, NO PROBLEM. ONLY NEXT TIME, TRY TA BRING YER LOONIES IN A LITTLE EARLIER, WILL YA? ...YAWN...

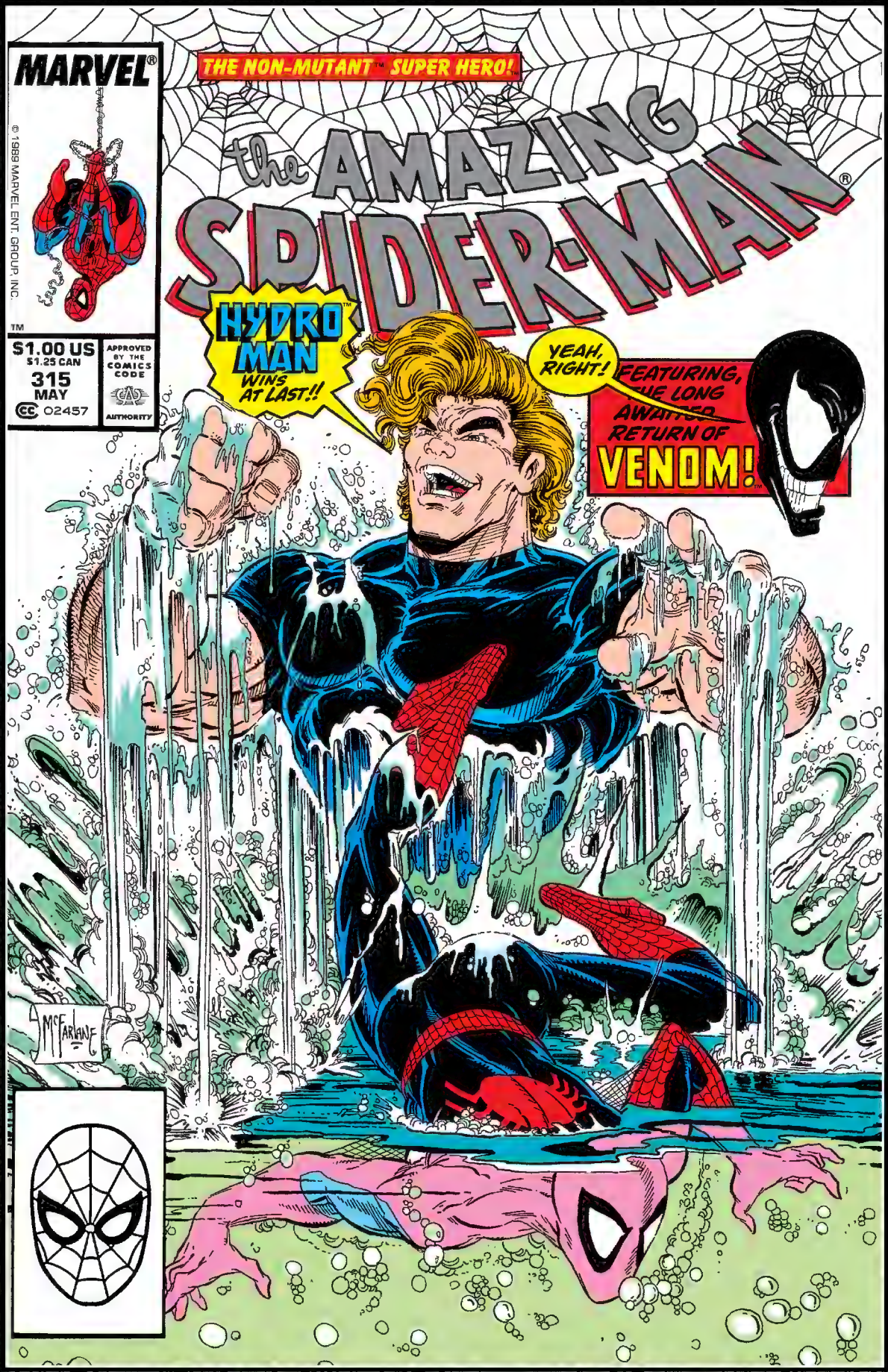

SPIDER-MAN MAKES THE TRIP TO THE BEDFORD TOWERS CAREFULLY, FAVORING HIS LEFT ARM.
AND ONCE THERE, AFTER HIS TALE HAS BEEN TOLD...
WHAT'S WRONG, MJ? YOU SEEM AWFULLY... DISTANT.


I SAID I WAS SORRY. I DID WHAT I FELT I HAD TO DO.
I UNDERSTAND, PETER. REALLY. AND I'M GLAD YOU'RE OKAY.
THEN WHY THE ICEBOX TREATMENT? IS IT BECAUSE I HAVE TO GO RIGHT BACK OUT AGAIN?


SWEETHEART, IF I DON'T SHOW UP AT THE BUGLE WITH PHOTOGRAPHS OF SOMETHING TOMORROW, ROBBIE AND THE OTHERS WILL GET SUSPICIOUS ABOUT WHY I DISAPPEARED FROM THE MOVE PARTY! I HAVE TO--
I KNOW!


I... I DIDN'T MEAN TO SNAP AT YOU, PETER. BUT YOU'RE RIGHT-- I AM UPSET. ONLY IT'S NOT BECAUSE OF YOU. IT'S BECAUSE OF... WELL ...
...THAT!
AFTER ALL WE'VE BOTH BEEN THROUGH, I DON'T THINK I'LL EVER FEEL COMFORTABLE AROUND THAT COSTUME.
YEAH. I KNOW WHAT YOU MEAN.
WEARING THE SAME OUTFIT AS A HOMICIDAL MANIAC DOESN'T THRILL ME, EITHER!
AND SINCE IT'S IMPOSSIBLE TO GET VENOM'S SUIT AWAY FROM HIM--
--I GUESS I'LL JUST HAVE TO DO WITHOUT MINE.
'COURSE, SWINGING AROUND THE CITY IN MY WEB-SHOOTERS AND FRUIT-OF-THE-LOOMS ISN'T GOING TO DO WONDERS FOR MY IMAGE!
I HAVE AN IDEA ABOUT THAT, PETER.
I KNOW THIS ISN'T A REAL COSTUME, JUST A COMMERCIAL COPY YOU GOT WHEN YOU WERE IN GERMANY, * BUT RIGHT NOW--
--IT ALMOST SEEMS LIKE AN OLD FRIEND. WHAT DO YOU THINK?
MARY JANE, I THINK--
* IN THE SPIDER-MAN VS. WOLVERINE SPECIAL-- J.S.
--YOU'RE THE GREATEST!
A LINGERING KISS, A QUICK CHANGE OF CLOTHES, AND...


The LEGEND BEGINS ANEW!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THE NON-MUTANT™ SUPER HERO!
the AMAZING SPIDER-MAN®
HYDRO MAN™ WINS AT LAST!!
YEAH, RIGHT!
FEATURING, THE LONG AWAITED RETURN OF VENOM!™
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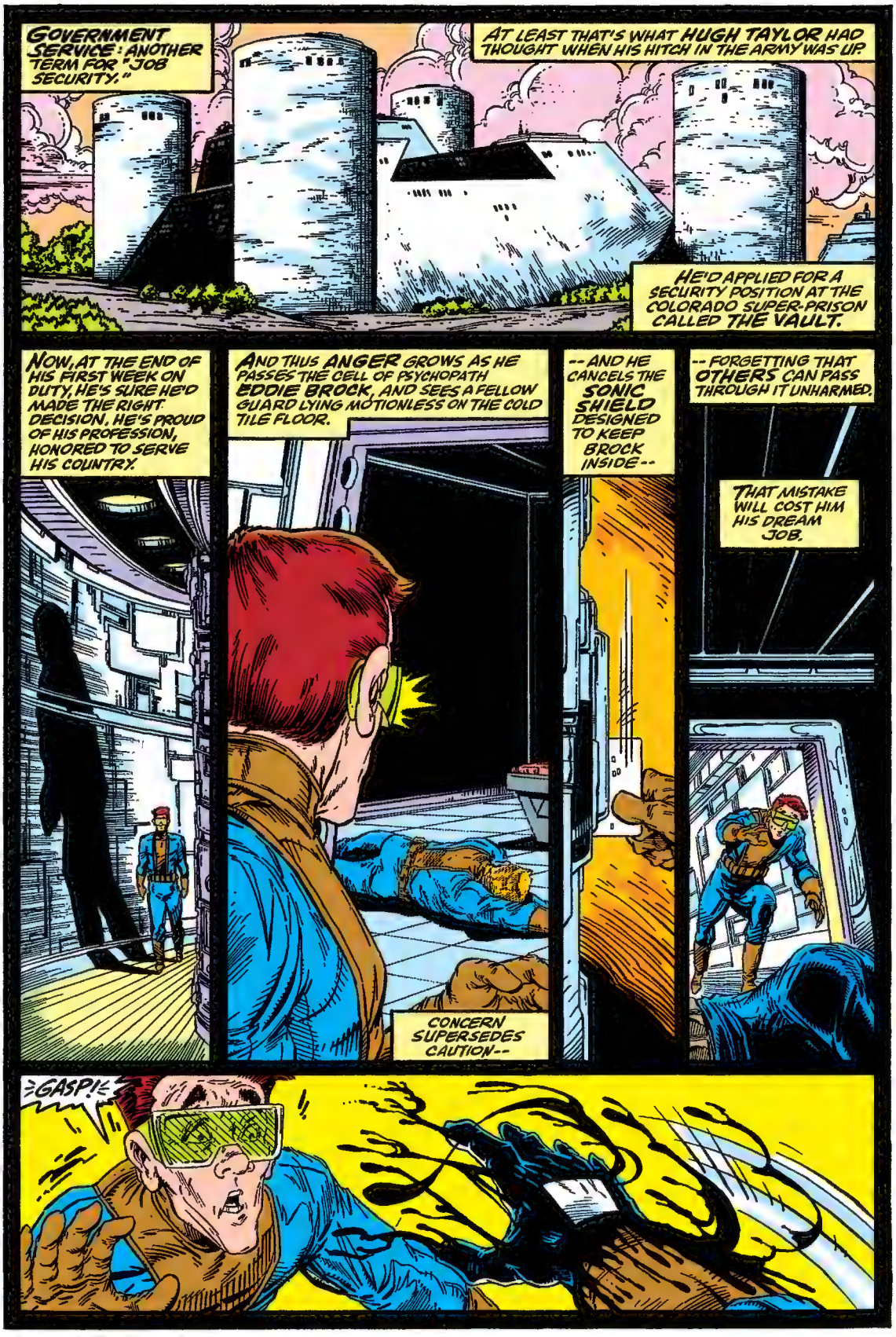

GOVERNMENT SERVICE: ANOTHER TERM FOR "JOB SECURITY."
AT LEAST THAT'S WHAT HUGH TAYLOR HAD THOUGHT WHEN HIS HITCH IN THE ARMY WAS UP.
HE'D APPLIED FOR A SECURITY POSITION AT THE COLORADO SUPER-PRISON CALLED THE VAULT.
NOW, AT THE END OF HIS FIRST WEEK ON DUTY, HE'S SURE HE'D MADE THE RIGHT DECISION. HE'S PROUD OF HIS PROFESSION, HONORED TO SERVE HIS COUNTRY.
AND THUS ANGER GROWS AS HE PASSES THE CELL OF PSYCHOPATH EDDIE BROCK, AND SEES A FELLOW GUARD LYING MOTIONLESS ON THE COLD TILE FLOOR.
CONCERN SUPERSEDES CAUTION--
-- AND HE CANCELS THE SONIC SHIELD DESIGNED TO KEEP BROCK INSIDE--
-- FORGETTING THAT OTHERS CAN PASS THROUGH IT UNHARMED.
THAT MISTAKE WILL COST HIM HIS DREAM JOB.
>GASP!<

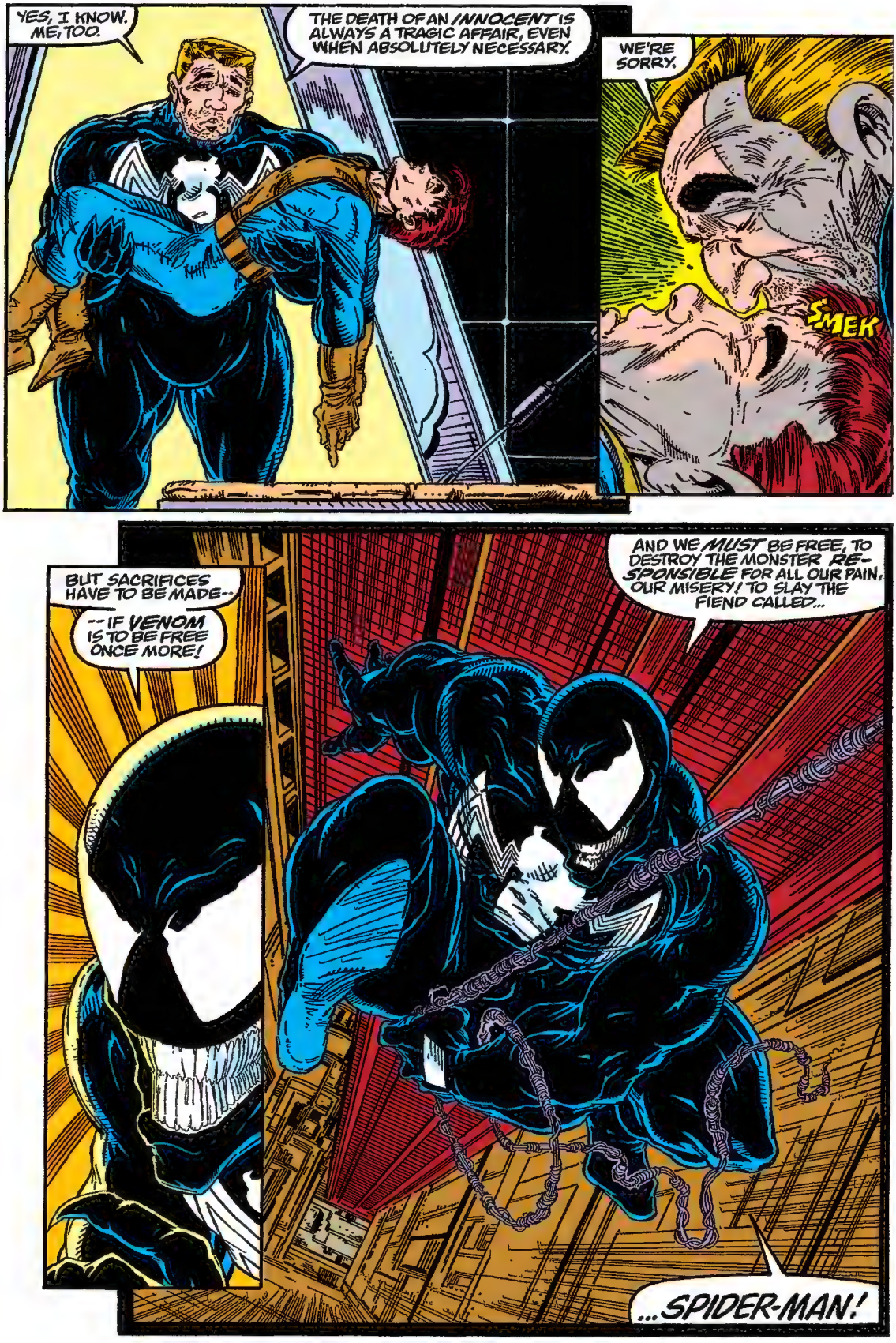
Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

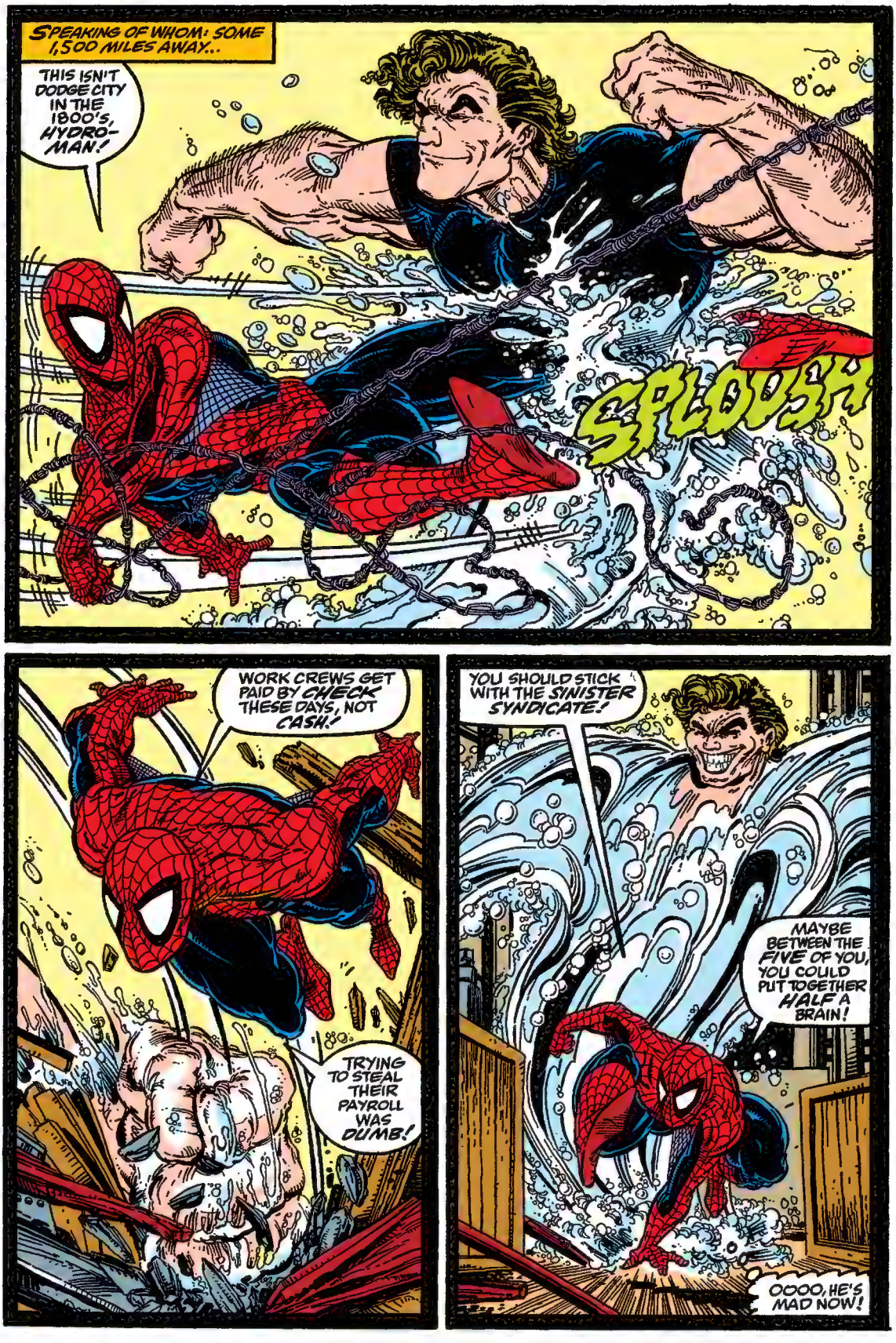
AMONG OTHER THINGS...

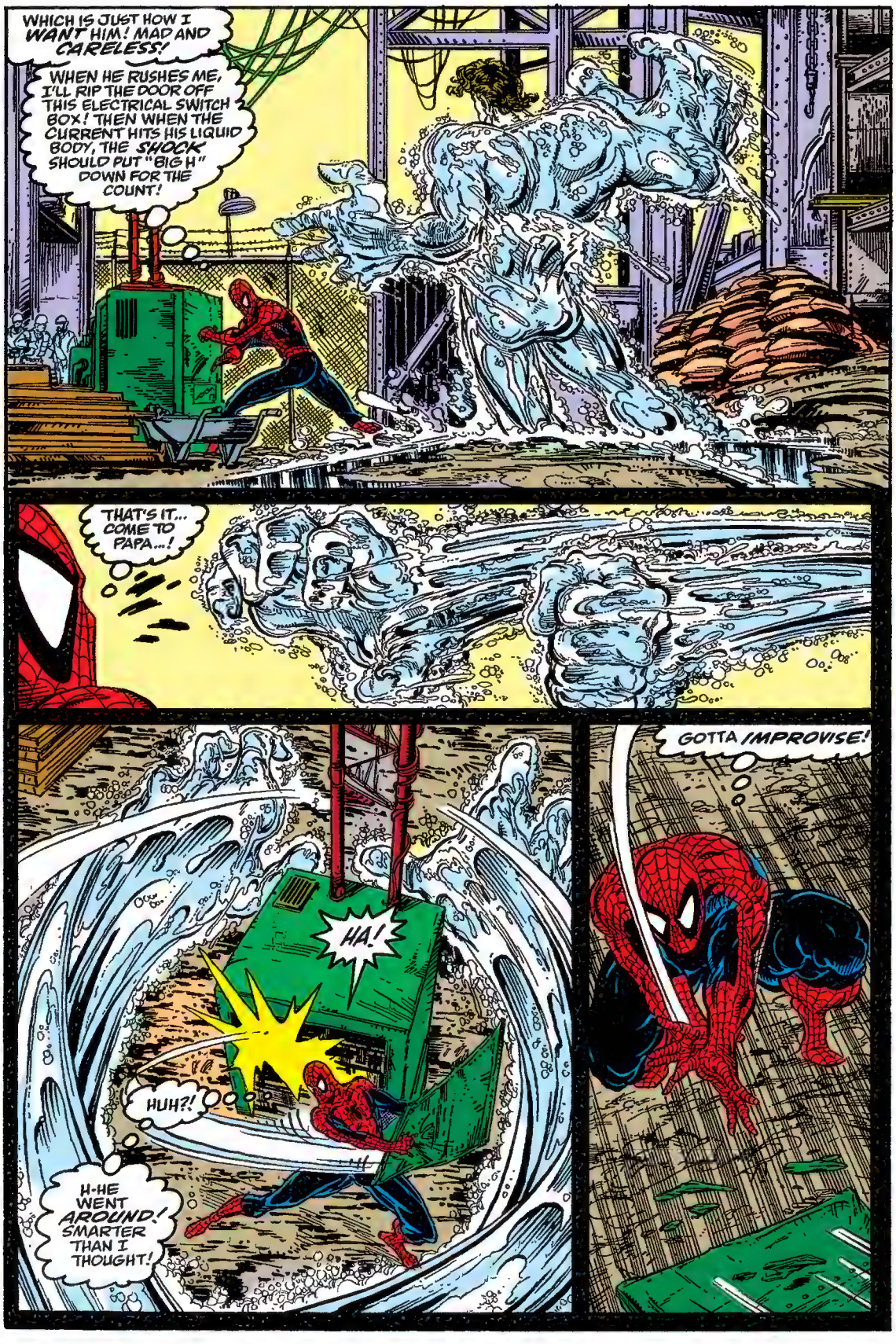
A MATTER OF LIFE AND DEBT!

HHGGLL GK GGLLA K-K GHHG...

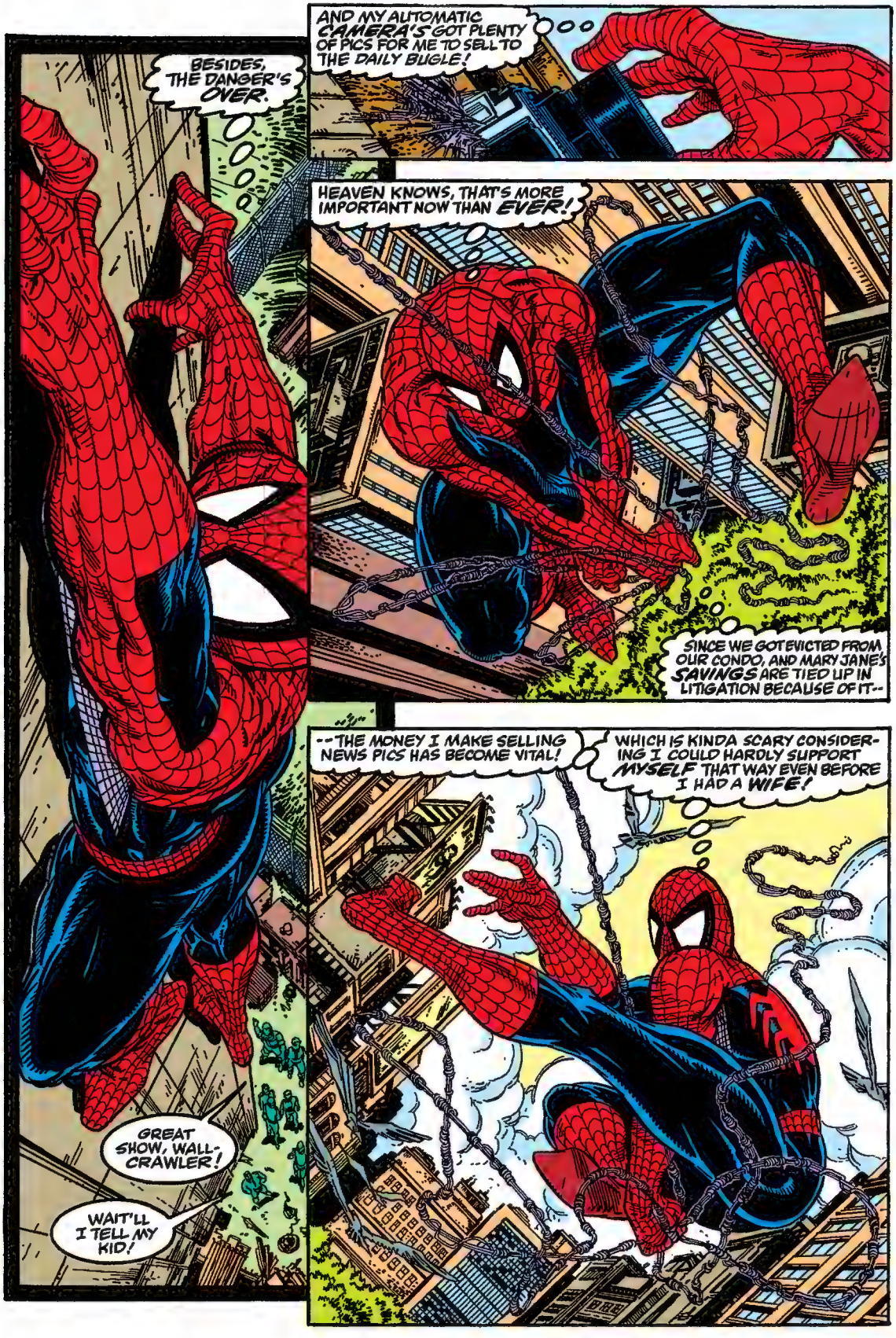
DAVID MICHELINIE WRITER | TODD McFARLANE ARTIST | RICK PARKER LETTERING | BOB SHAREN COLOR | JIM SALICRUP EDITOR | TOM DeFALCO EDITOR IN CHIEF

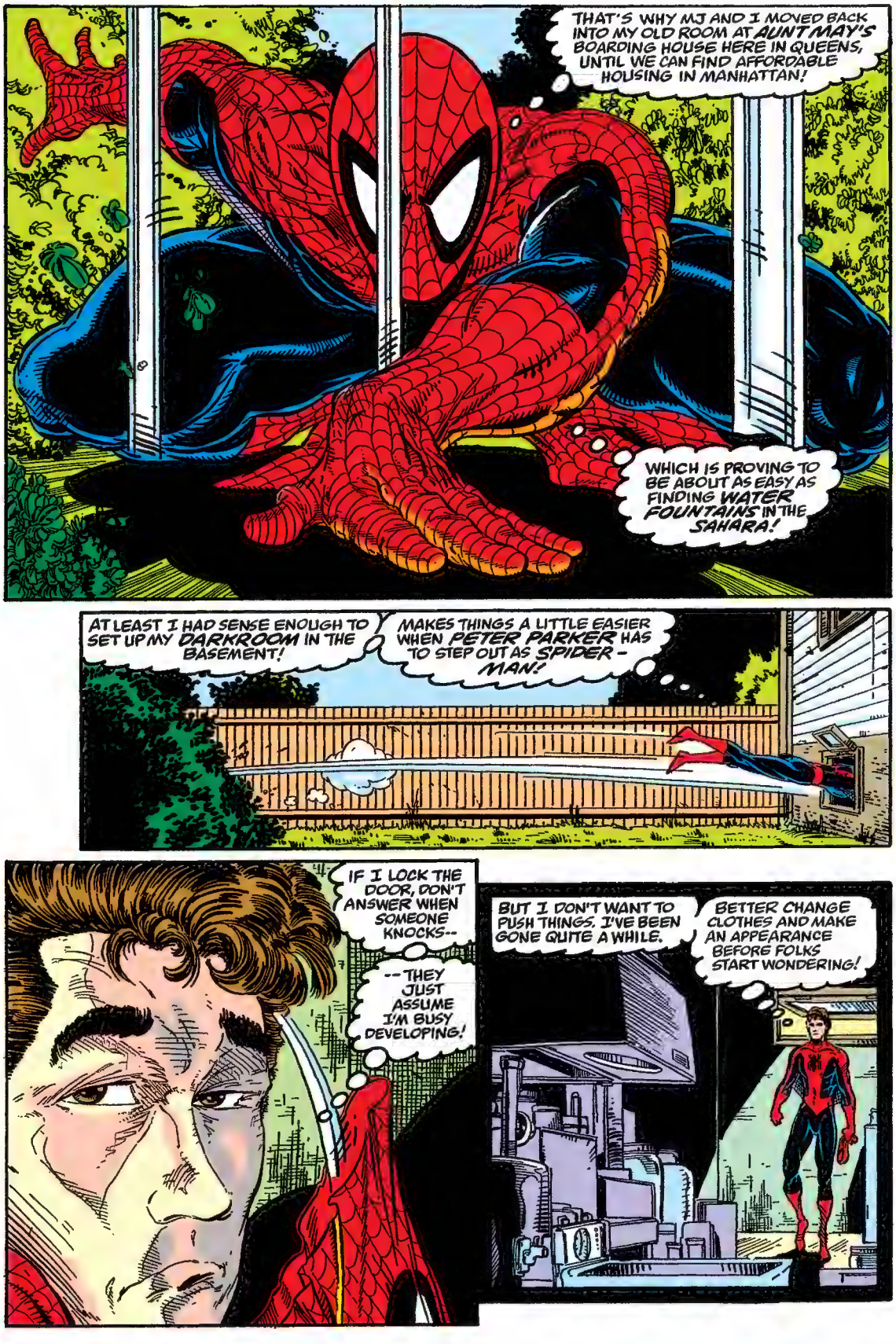

YES, I KNOW. ME, TOO.
THE DEATH OF AN *INNOCENT* IS ALWAYS A TRAGIC AFFAIR, EVEN WHEN ABSOLUTELY NECESSARY.
WE'RE SORRY.
SMEK
BUT SACRIFICES HAVE TO BE MADE--
--IF *VENOM* IS TO BE FREE ONCE MORE!
AND WE *MUST* BE FREE, TO DESTROY THE MONSTER *RE-SPONSIBLE* FOR ALL OUR PAIN, OUR MISERY! TO SLAY THE FIEND CALLED...
...SPIDER-MAN!

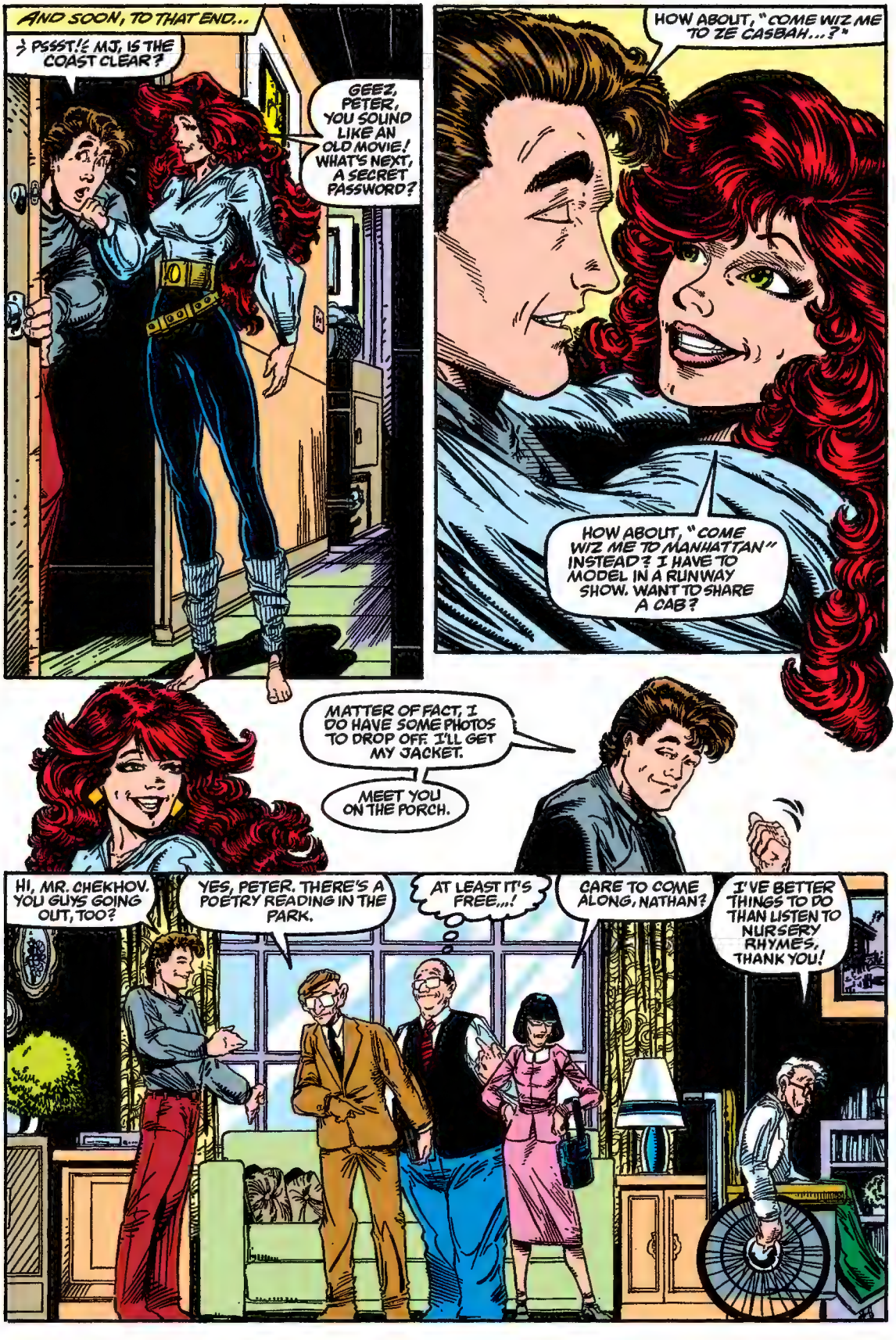

SPEAKING OF WHOM: SOME 1,500 MILES AWAY...
THIS ISN'T DODGE CITY IN THE 1800's, HYDRO-MAN!
SPLOOSH
WORK CREWS GET PAID BY CHECK THESE DAYS, NOT CASH!
TRYING TO STEAL THEIR PAYROLL WAS DUMB!
YOU SHOULD STICK WITH THE SINISTER SYNDICATE!
MAYBE BETWEEN THE FIVE OF YOU, YOU COULD PUT TOGETHER HALF A BRAIN!
OOOO, HE'S MAD NOW!

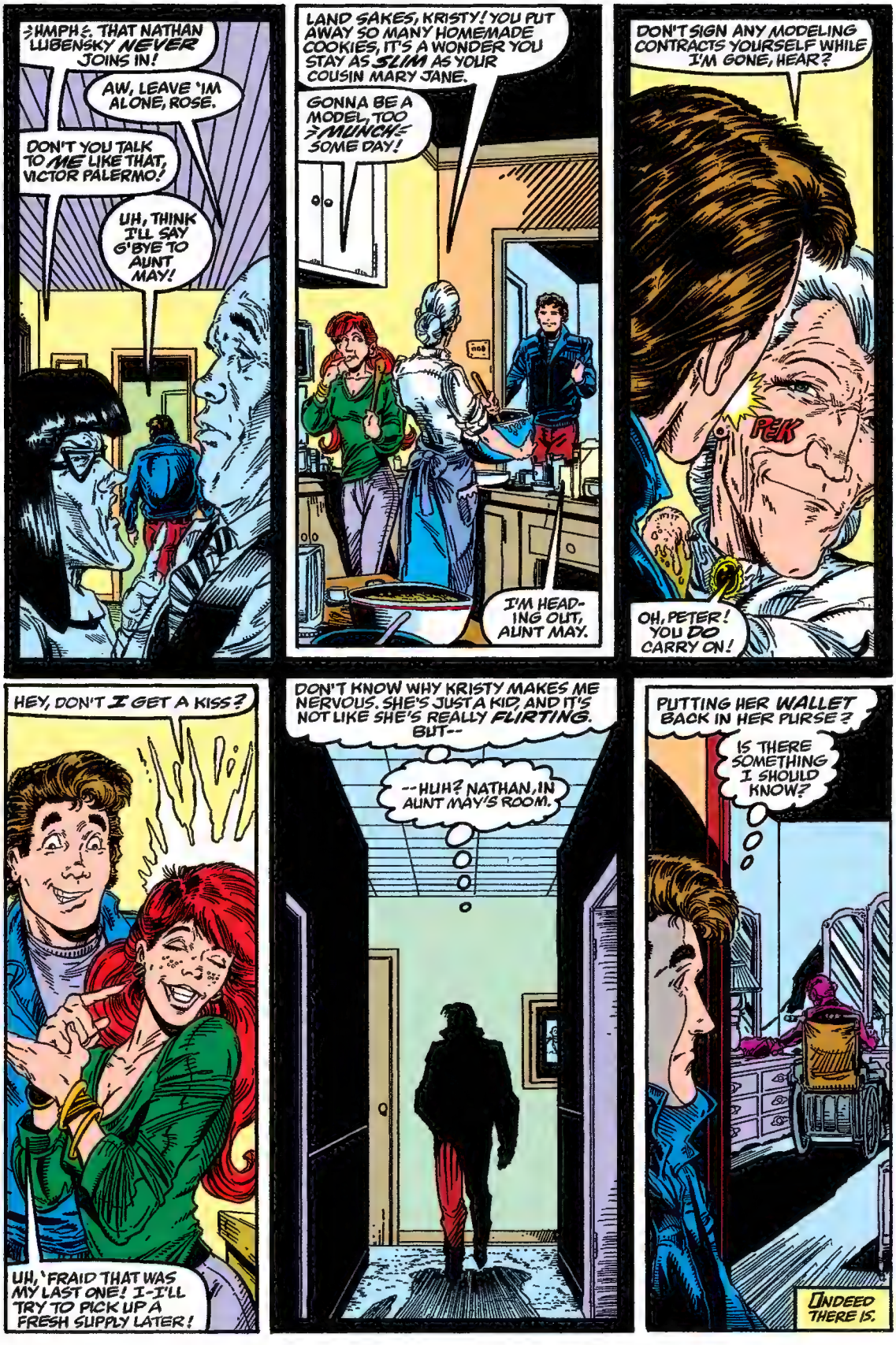

WHICH IS JUST HOW I WANT HIM! MAD AND CARELESS!
WHEN HE RUSHES ME, I'LL RIP THE DOOR OFF THIS ELECTRICAL SWITCH BOX! THEN WHEN THE CURRENT HITS HIS LIQUID BODY, THE SHOCK SHOULD PUT "BIG H" DOWN FOR THE COUNT!
THAT'S IT... COME TO PAPA...!
HA!
HUH?!
H-HE WENT AROUND! SMARTER THAN I THOUGHT!
GOTTA IMPROVISE!

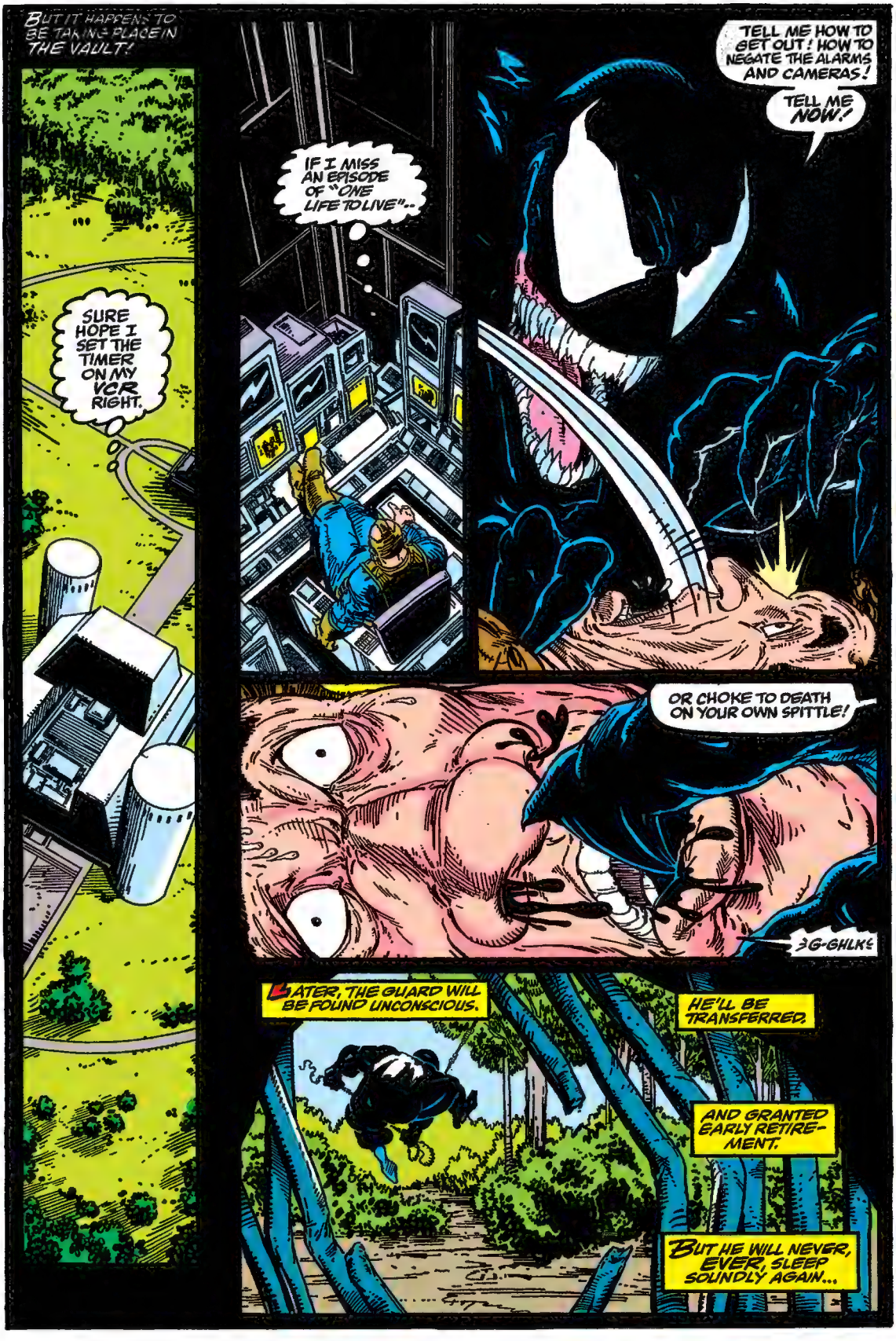
YOU AIN'T SO SWIFT Y'SELF, WEB-SLINGER! ALL THAT DOOR DID WAS PASS THROUGH ME AN' TEAR INTA SOME BAGS OF--
--CEMENT?
ICK!
M-MIXIN' WITH MY BODY! I'M TURNIN' LUMPY!
GOTTA DILUTE IT WITH MORE WATER, 'FORE IT STARTS TA HARDEN!
HEY, SPIDER-MAN! HE'S SLIPPIN' DOWN THAT STORM DRAIN!
I SEE HIM!
BUT I'M NOT GOING AFTER HIM!
HE'S COMBINED WITH THE DRAINAGE FLOW BY NOW! COULD BE ANYWHERE!

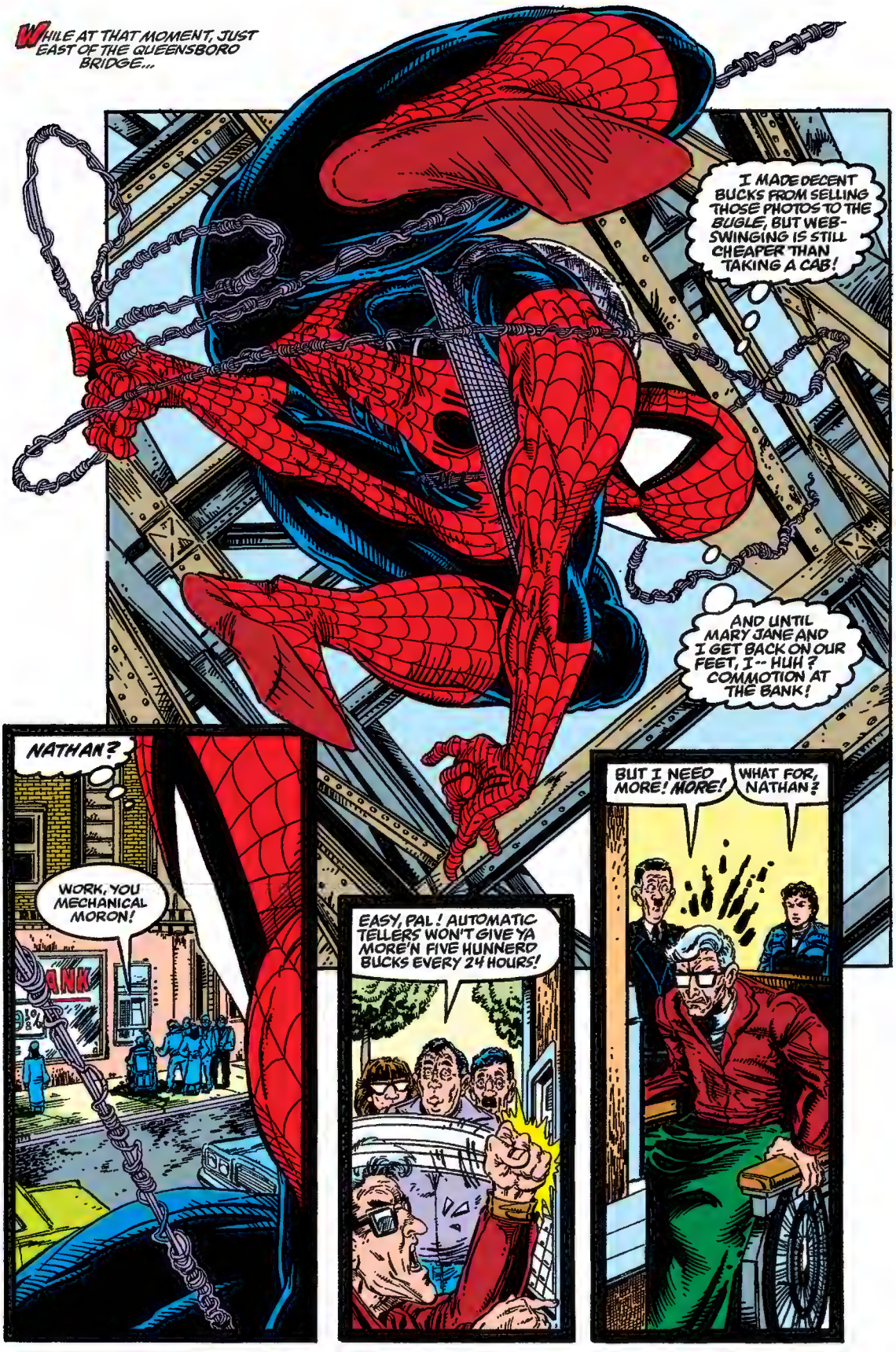

BESIDES, THE DANGER'S OVER.
AND MY AUTOMATIC CAMERA'S GOT PLENTY OF PICS FOR ME TO SELL TO THE DAILY BUGLE!
HEAVEN KNOWS, THAT'S MORE IMPORTANT NOW THAN EVER!
SINCE WE GOT EVICTED FROM OUR CONDO, AND MARY JANE'S SAVINGS ARE TIED UP IN LITIGATION BECAUSE OF IT--
--THE MONEY I MAKE SELLING NEWS PICS HAS BECOME VITAL!
WHICH IS KINDA SCARY CONSIDERING I COULD HARDLY SUPPORT MYSELF THAT WAY EVEN BEFORE I HAD A WIFE!
GREAT SHOW, WALL-CRAWLER!
WAIT'LL I TELL MY KID!

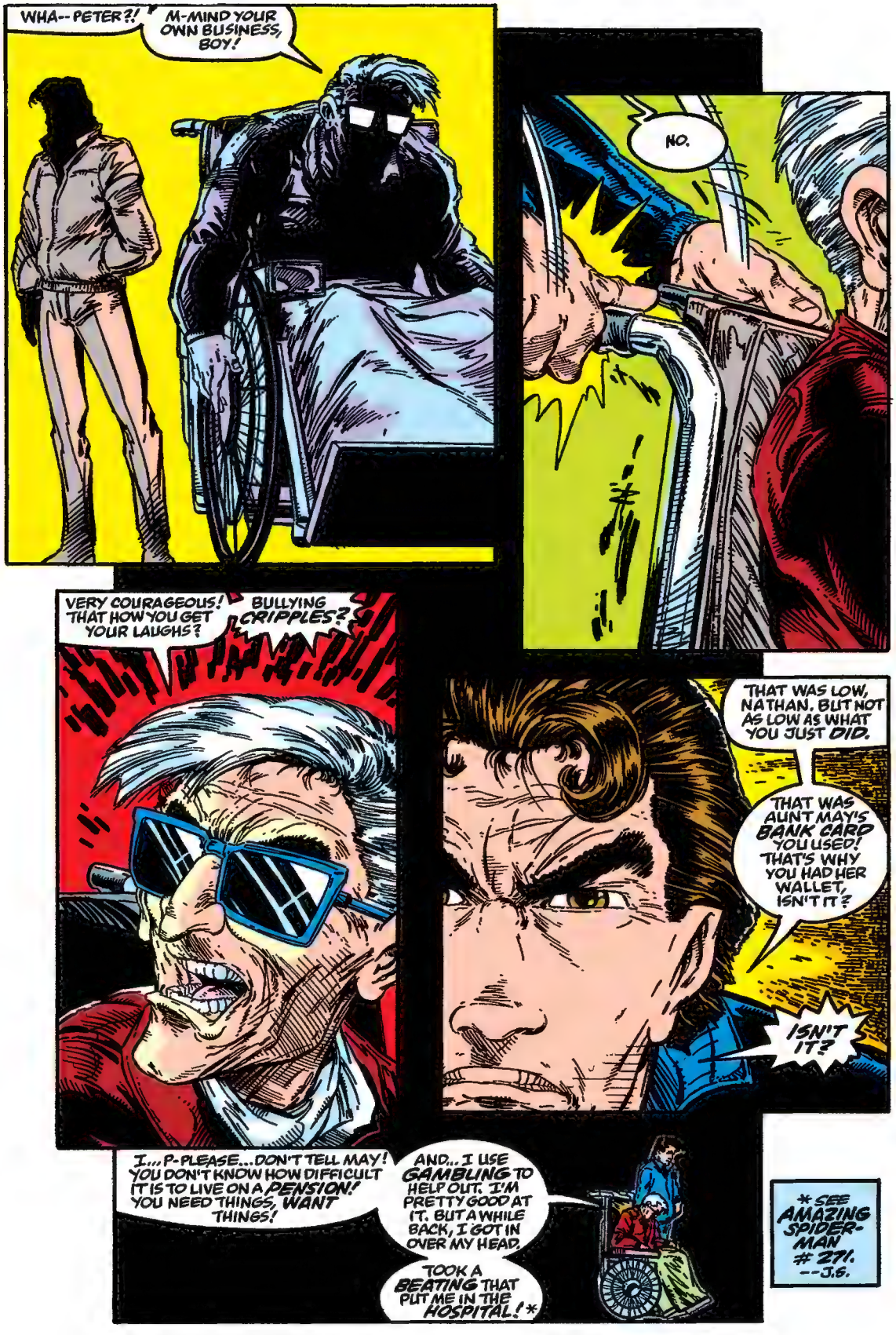

THAT'S WHY MJ AND I MOVED BACK INTO MY OLD ROOM AT AUNT MAY'S BOARDING HOUSE HERE IN QUEENS, UNTIL WE CAN FIND AFFORDABLE HOUSING IN MANHATTAN!
WHICH IS PROVING TO BE ABOUT AS EASY AS FINDING WATER FOUNTAINS IN THE SAHARA!
AT LEAST I HAD SENSE ENOUGH TO SET UP MY DARKROOM IN THE BASEMENT!
MAKES THINGS A LITTLE EASIER WHEN PETER PARKER HAS TO STEP OUT AS SPIDER-MAN!
IF I LOCK THE DOOR, DON'T ANSWER WHEN SOMEONE KNOCKS--
--THEY JUST ASSUME I'M BUSY DEVELOPING!
BUT I DON'T WANT TO PUSH THINGS. I'VE BEEN GONE QUITE A WHILE.
BETTER CHANGE CLOTHES AND MAKE AN APPEARANCE BEFORE FOLKS START WONDERING!


AND SOON, TO THAT END...
PSSST! MJ, IS THE COAST CLEAR?
GEEZ, PETER, YOU SOUND LIKE AN OLD MOVIE! WHAT'S NEXT, A SECRET PASSWORD?
HOW ABOUT, "COME WIZ ME TO ZE CASBAH...?"
HOW ABOUT, "COME WIZ ME TO MANHATTAN" INSTEAD? I HAVE TO MODEL IN A RUNWAY SHOW. WANT TO SHARE A CAB?
MATTER OF FACT, I DO HAVE SOME PHOTOS TO DROP OFF. I'LL GET MY JACKET.
MEET YOU ON THE PORCH.
HI, MR. CHEKHOV. YOU GUYS GOING OUT, TOO?
YES, PETER. THERE'S A POETRY READING IN THE PARK.
AT LEAST IT'S FREE...!
CARE TO COME ALONG, NATHAN?
I'VE BETTER THINGS TO DO THAN LISTEN TO NURSERY RHYMES, THANK YOU!

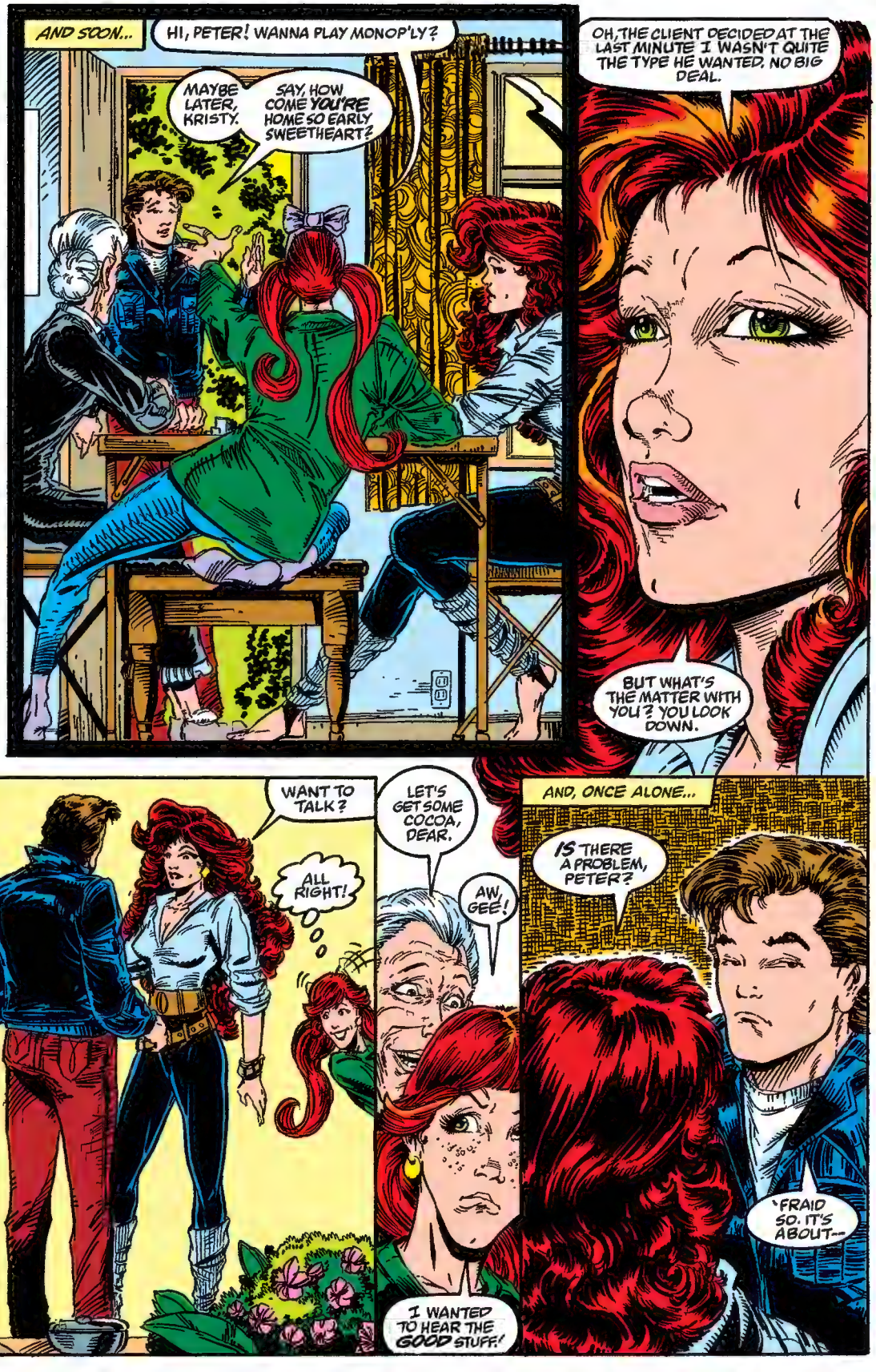

>HMPH<. THAT NATHAN LUBENSKY NEVER JOINS IN!
AW, LEAVE 'IM ALONE, ROSE.
DON'T YOU TALK TO ME LIKE THAT, VICTOR PALERMO!
UH, THINK I'LL SAY G'BYE TO AUNT MAY!
LAND SAKES, KRISTY! YOU PUT AWAY SO MANY HOMEMADE COOKIES, IT'S A WONDER YOU STAY AS SLIM AS YOUR COUSIN MARY JANE.
GONNA BE A MODEL, TOO >MUNCH< SOME DAY!
I'M HEADING OUT, AUNT MAY.
DON'T SIGN ANY MODELING CONTRACTS YOURSELF WHILE I'M GONE, HEAR?
PEK
OH, PETER! YOU DO CARRY ON!
HEY, DON'T I GET A KISS?
UH, 'FRAID THAT WAS MY LAST ONE! I-I'LL TRY TO PICK UP A FRESH SUPPLY LATER!
DON'T KNOW WHY KRISTY MAKES ME NERVOUS. SHE'S JUST A KID, AND IT'S NOT LIKE SHE'S REALLY FLIRTING. BUT--
--HUH? NATHAN, IN AUNT MAY'S ROOM.
PUTTING HER WALLET BACK IN HER PURSE?
IS THERE SOMETHING I SHOULD KNOW?
INDEED THERE IS.


BUT IT HAPPENS TO BE TAKING PLACE IN THE VAULT!
SURE HOPE I SET THE TIMER ON MY VCR RIGHT.
IF I MISS AN EPISODE OF "ONE LIFE TO LIVE"..
TELL ME HOW TO GET OUT! HOW TO NEGATE THE ALARMS AND CAMERAS!
TELL ME NOW!
OR CHOKE TO DEATH ON YOUR OWN SPITTLE!
}G-GHLK!
LATER, THE GUARD WILL BE FOUND UNCONSCIOUS.
HE'LL BE TRANSFERRED.
AND GRANTED EARLY RETIREMENT.
BUT HE WILL NEVER, EVER, SLEEP SOUNDLY AGAIN...

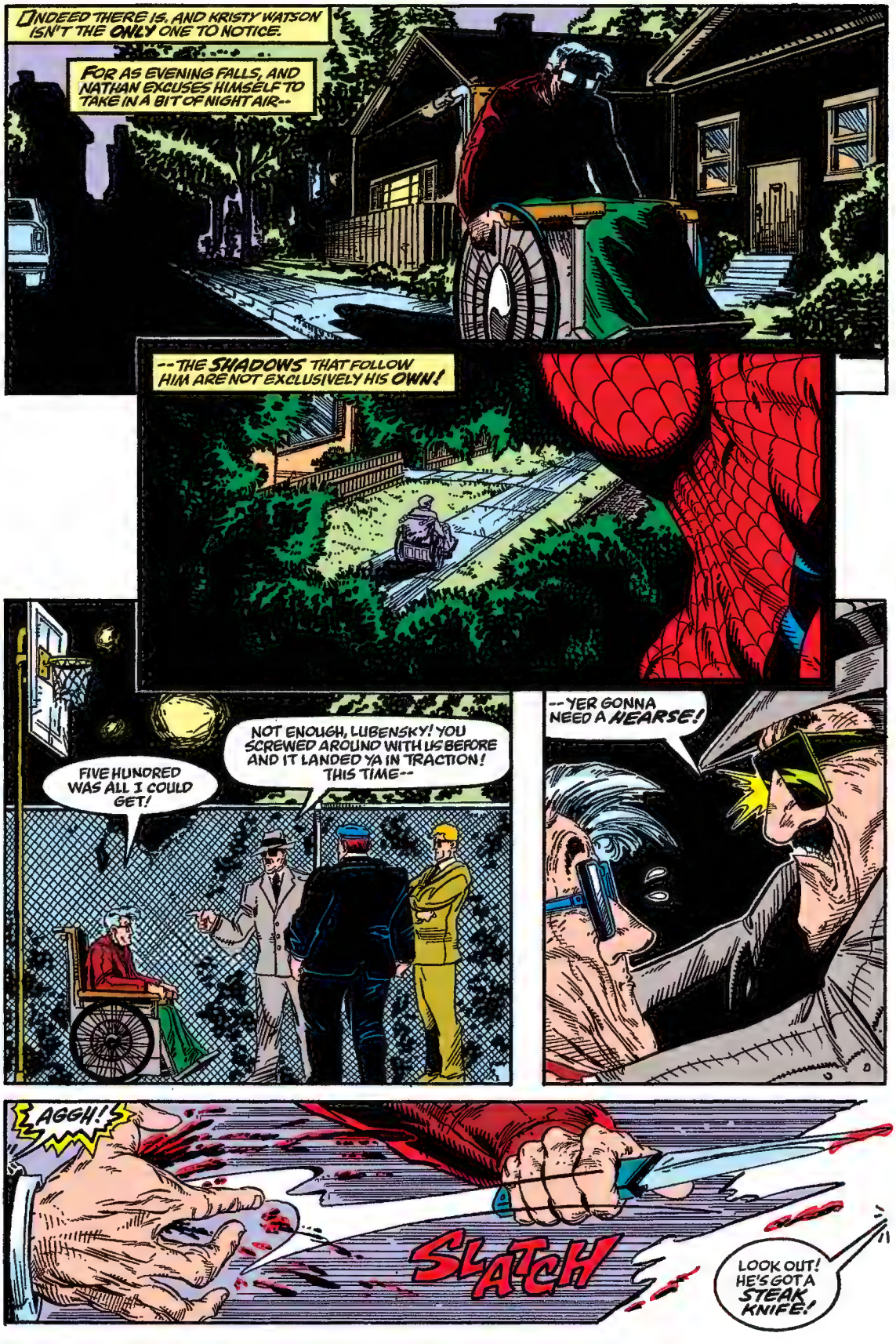

WHILE AT THAT MOMENT, JUST EAST OF THE QUEENSBORO BRIDGE...
I MADE DECENT BUCKS FROM SELLING THOSE PHOTOS TO THE BUGLE, BUT WEB-SWINGING IS STILL CHEAPER THAN TAKING A CAB!
AND UNTIL MARY JANE AND I GET BACK ON OUR FEET, I-- HUH? COMMOTION AT THE BANK!
NATHAN?
WORK, YOU MECHANICAL MORON!
EASY, PAL! AUTOMATIC TELLERS WON'T GIVE YA MORE'N FIVE HUNNERD BUCKS EVERY 24 HOURS!
BUT I NEED MORE! MORE!
WHAT FOR, NATHAN?

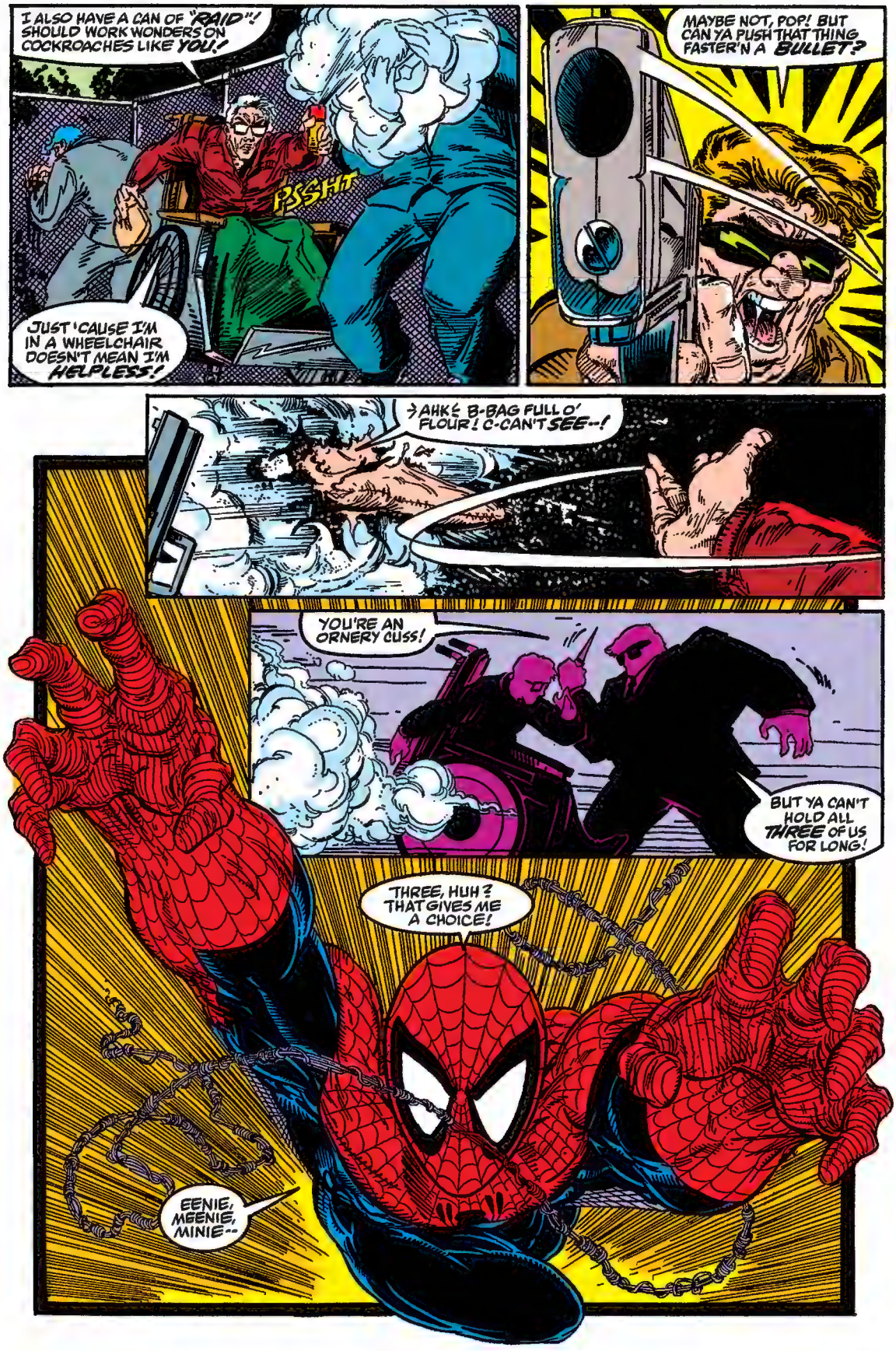

WHA-- PETER?!
M-MIND YOUR OWN BUSINESS, BOY!
NO.
VERY COURAGEOUS! THAT HOW YOU GET YOUR LAUGHS?
BULLYING CRIPPLES?
THAT WAS LOW, NATHAN. BUT NOT AS LOW AS WHAT YOU JUST DID.
THAT WAS AUNT MAY'S BANK CARD YOU USED! THAT'S WHY YOU HAD HER WALLET, ISN'T IT?
ISN'T IT?
I... P-PLEASE... DON'T TELL MAY! YOU DON'T KNOW HOW DIFFICULT IT IS TO LIVE ON A PENSION! YOU NEED THINGS, WANT THINGS!
AND... I USE GAMBLING TO HELP OUT. I'M PRETTY GOOD AT IT. BUT A WHILE BACK, I GOT IN OVER MY HEAD.
TOOK A BEATING THAT PUT ME IN THE HOSPITAL!*
* SEE AMAZING SPIDER-MAN #271. --J.G.

THE PEOPLE RESPONSIBLE ALLOWED ME TO RECUPERATE, BUT NOW THEY WANT $5,000 OF THEIR MONEY AS A "GOOD FAITH" GESTURE!
MY RECENT, ER, INVESTMENTS HAVEN'T PANNED OUT--
-- SO I THOUGHT I'D BORROW THE MONEY, JUST TEMPORARILY, FROM MAY'S HOUSE ACCOUNT. HER TENANTS ALL KNOW THE NUMBER, BUT MAY KEEPS THE CARD HERSELF.
I'LL PAY IT BACK, I PROMISE! BUT IF MAY WERE TO FIND OUT...
... IT WOULD HURT HER, PETER. DEEPLY.
I'LL TAKE THE CARD, NATHAN.
AND I'LL KEEP YOUR SECRET.
BETTER DEPOSIT MY PHOTO MONEY INTO AUNT MAY'S ACCOUNT, IN CASE SHE DECIDES TO CHECK THE BALANCE.
SIGH EASY COME...

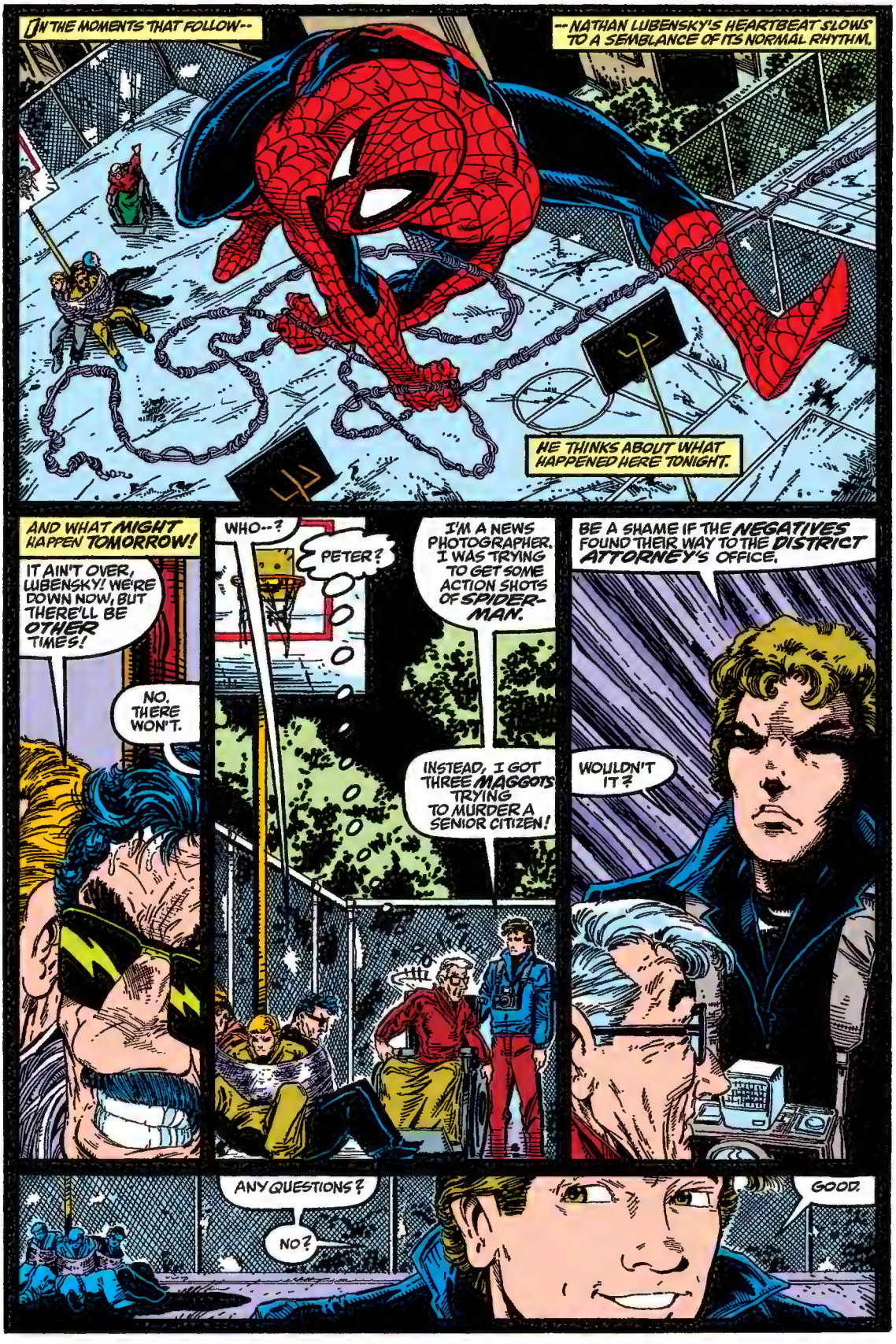

AND SOON...
HI, PETER! WANNA PLAY MONOP'LY?
MAYBE LATER, KRISTY.
SAY, HOW COME YOU'RE HOME SO EARLY SWEETHEART?
OH, THE CLIENT DECIDED AT THE LAST MINUTE I WASN'T QUITE THE TYPE HE WANTED. NO BIG DEAL.
BUT WHAT'S THE MATTER WITH YOU? YOU LOOK DOWN.
AND, ONCE ALONE...
IS THERE A PROBLEM, PETER?
'FRAID SO. IT'S ABOUT--
WANT TO TALK?
ALL RIGHT!
LET'S GET SOME COCOA, DEAR.
AW, GEE!
I WANTED TO HEAR THE GOOD STUFF!

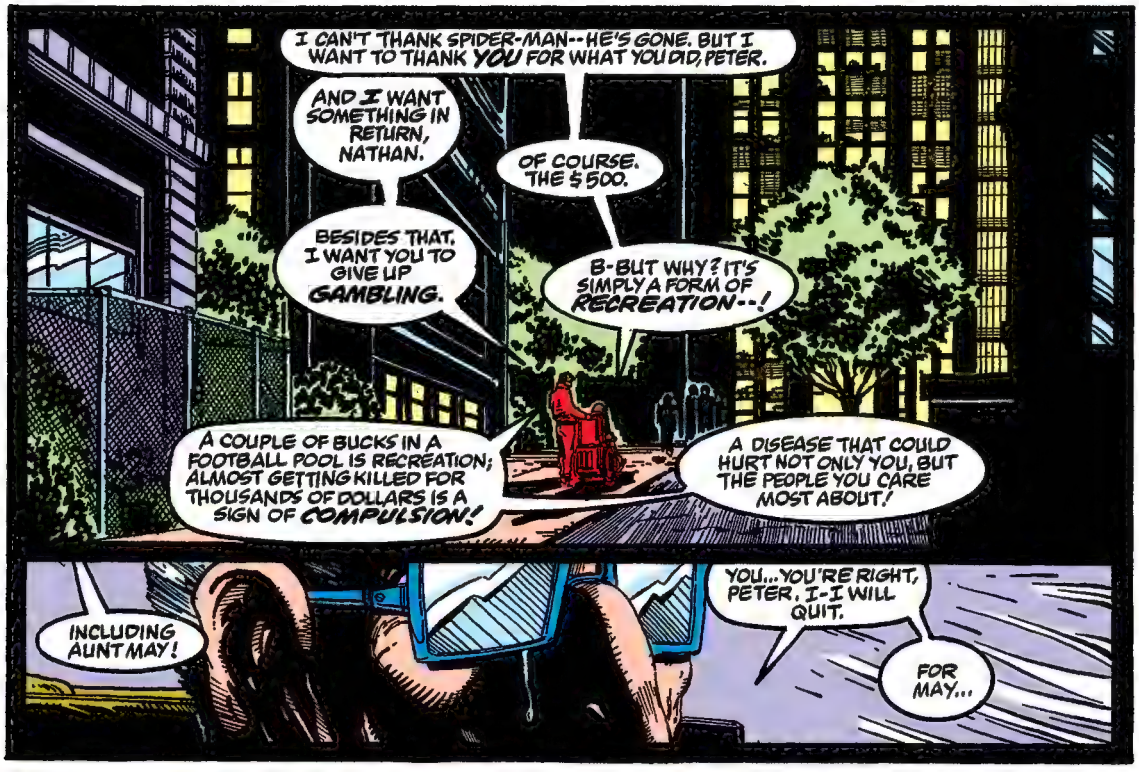
NATHAN!
YOU OLD SCALAWAG! CAUGHT YOU SNEAKING A SNACK AGAIN, DIDN'T I?
GULP! C-CAN'T PUT ONE OVER ON YOU, CAN I, MAY? HEH!
G-GUESS I'D BETTER WAIT TILL SUPPER, HUH?
UH...
...BYE!
THAT'S ODD.
FLOUR?
BUT NATHAN DOESN'T EVEN LIKE TO BOIL WATER FOR TEA!
THERE'S SOMETHIN' FISHY 'BOUT THAT GUY...!

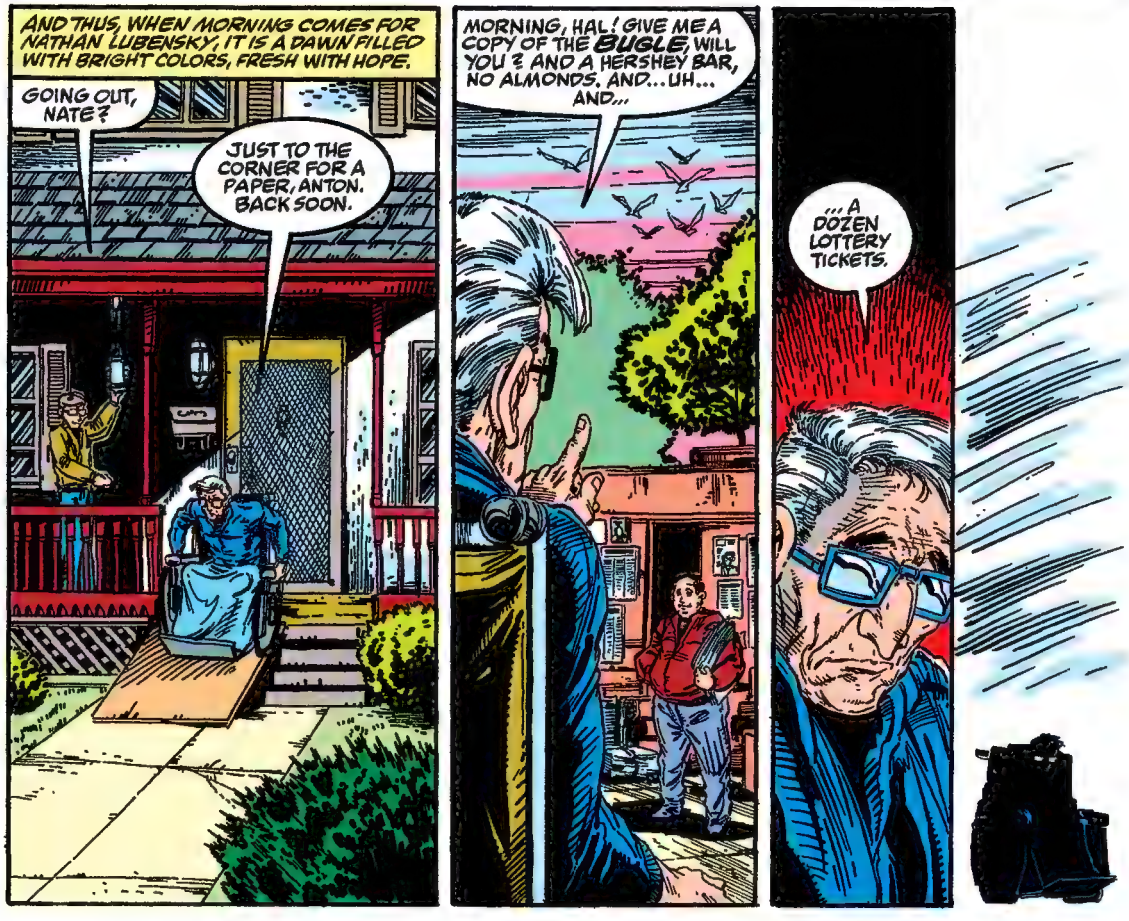

INDEED THERE IS. AND KRISTY WATSON ISN'T THE ONLY ONE TO NOTICE.
FOR AS EVENING FALLS, AND NATHAN EXCUSES HIMSELF TO TAKE IN A BIT OF NIGHT AIR--
--THE SHADOWS THAT FOLLOW HIM ARE NOT EXCLUSIVELY HIS OWN!
FIVE HUNDRED WAS ALL I COULD GET!
NOT ENOUGH, LUBENSKY! YOU SCREWED AROUND WITH US BEFORE AND IT LANDED YA IN TRACTION! THIS TIME--
--YER GONNA NEED A HEARSE!
AGGH!
SLATCH
LOOK OUT! HE'S GOT A STEAK KNIFE!

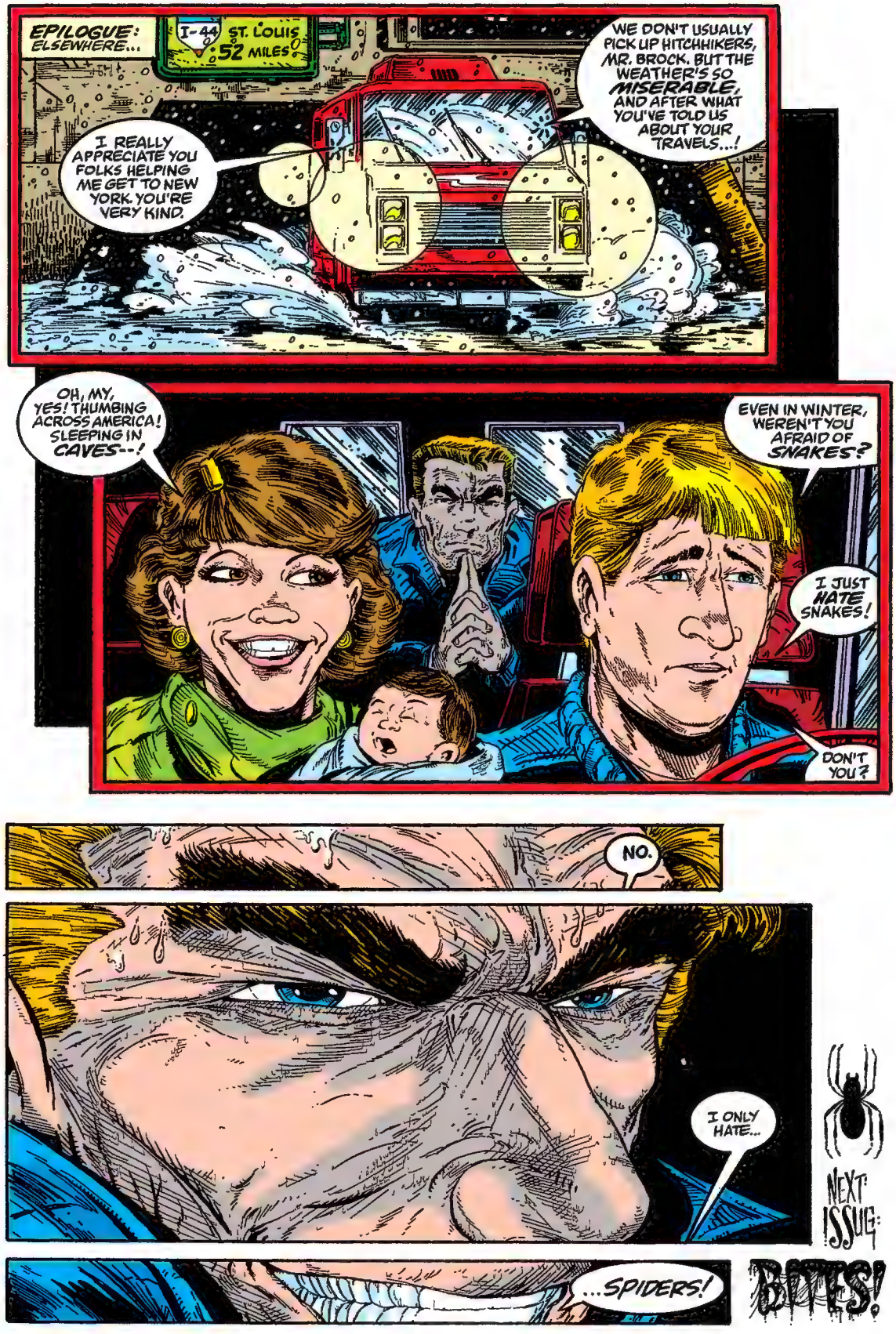

I ALSO HAVE A CAN OF "RAID"! SHOULD WORK WONDERS ON COCKROACHES LIKE YOU!
PSSHT
JUST 'CAUSE I'M IN A WHEELCHAIR DOESN'T MEAN I'M HELPLESS!
MAYBE NOT, POP! BUT CAN YA PUSH THAT THING FASTER'N A BULLET?
AHK! B-BAG FULL O' FLOUR! C-CAN'T SEE--!
YOU'RE AN ORNERY CUSS!
BUT YA CAN'T HOLD ALL THREE OF US FOR LONG!
THREE, HUH? THAT GIVES ME A CHOICE!
EENIE, MEENIE, MINIE--

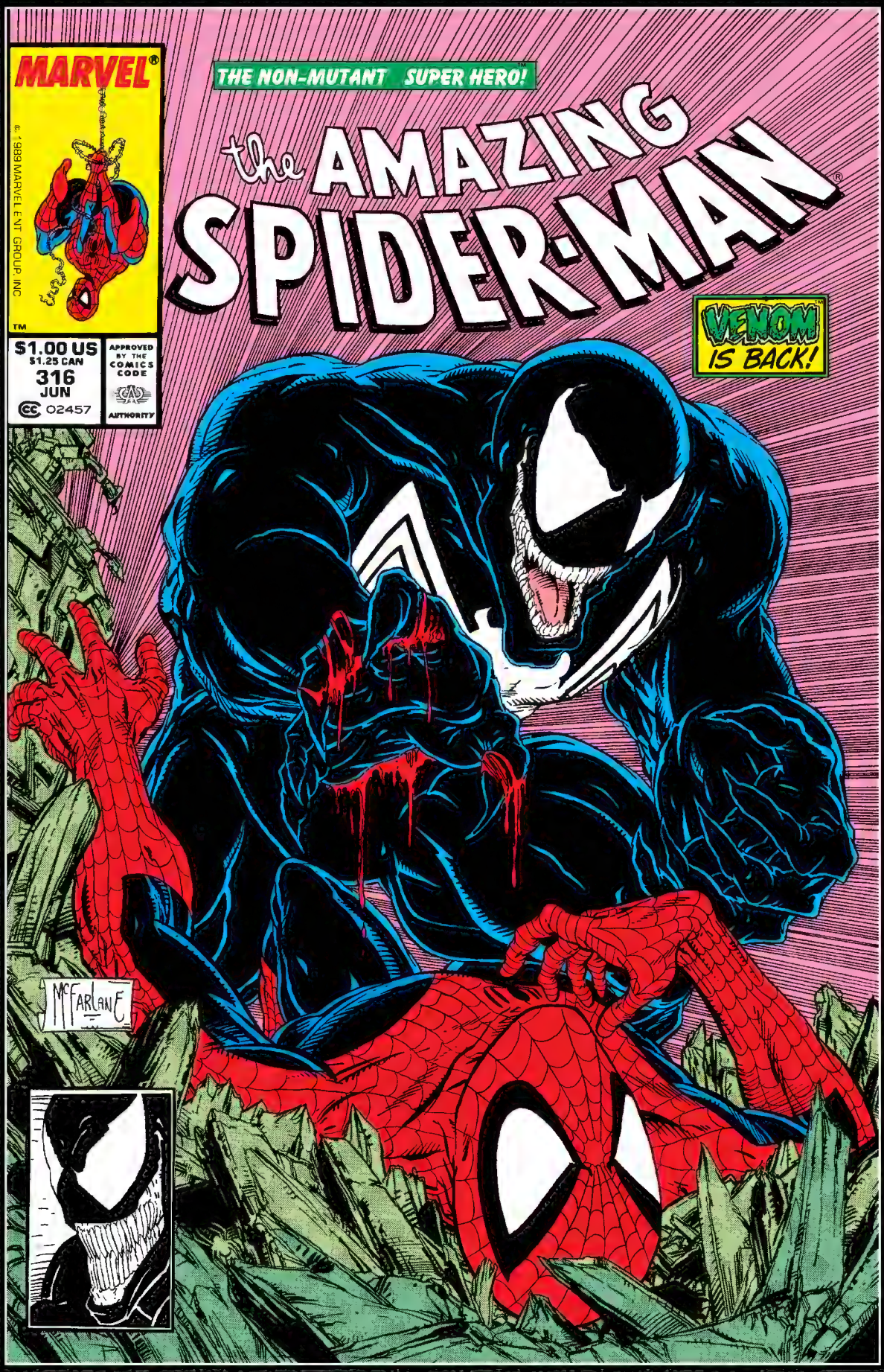
-HIYA, MOE!
WAP! WAP! WAP!
KLUD
LARRY, I PRESUME?
WAP! WAP! WAP!
WUMB
AND YOU MUST BE CURLY!
WAP! WAP! WAP!
NYUK-NYUK SLIMEBALLS!
FROP


IN THE MOMENTS THAT FOLLOW--
--NATHAN LUBENSKY'S HEARTBEAT SLOWS TO A SEMBLANCE OF ITS NORMAL RHYTHM.
HE THINKS ABOUT WHAT HAPPENED HERE TONIGHT.
AND WHAT MIGHT HAPPEN TOMORROW!
IT AIN'T OVER, LUBENSKY! WE'RE DOWN NOW, BUT THERE'LL BE OTHER TIMES!
NO. THERE WON'T.
WHO--?
PETER?
I'M A NEWS PHOTOGRAPHER. I WAS TRYING TO GET SOME ACTION SHOTS OF SPIDER-MAN.
INSTEAD, I GOT THREE MAGGOTS TRYING TO MURDER A SENIOR CITIZEN!
BE A SHAME IF THE NEGATIVES FOUND THEIR WAY TO THE DISTRICT ATTORNEY'S OFFICE.
WOULDN'T IT?
ANY QUESTIONS?
NO?
GOOD.


I CAN'T THANK SPIDER-MAN--HE'S GONE. BUT I WANT TO THANK YOU FOR WHAT YOU DID, PETER.
AND I WANT SOMETHING IN RETURN, NATHAN.
OF COURSE. THE $500.
BESIDES THAT, I WANT YOU TO GIVE UP GAMBLING.
B-BUT WHY? IT'S SIMPLY A FORM OF RECREATION--!
A COUPLE OF BUCKS IN A FOOTBALL POOL IS RECREATION; ALMOST GETTING KILLED FOR THOUSANDS OF DOLLARS IS A SIGN OF COMPULSION!
A DISEASE THAT COULD HURT NOT ONLY YOU, BUT THE PEOPLE YOU CARE MOST ABOUT!
INCLUDING AUNT MAY!
YOU...YOU'RE RIGHT, PETER. I-I WILL QUIT.
FOR MAY...


AND THUS, WHEN MORNING COMES FOR NATHAN LUBENSKY, IT IS A DAWN FILLED WITH BRIGHT COLORS, FRESH WITH HOPE.
GOING OUT, NATE?
JUST TO THE CORNER FOR A PAPER, ANTON. BACK SOON.
MORNING, HAL! GIVE ME A COPY OF THE BUGLE, WILL YOU? AND A HERSHEY BAR, NO ALMONDS. AND...UH... AND...
...A DOZEN LOTTERY TICKETS.


EPILOGUE: ELSEWHERE...
I-44 ST. LOUIS 52 MILES
I REALLY APPRECIATE YOU FOLKS HELPING ME GET TO NEW YORK. YOU'RE VERY KIND.
WE DON'T USUALLY PICK UP HITCHHIKERS, MR. BROCK. BUT THE WEATHER'S SO MISERABLE, AND AFTER WHAT YOU'VE TOLD US ABOUT YOUR TRAVELS...!
OH, MY, YES! THUMBING ACROSS AMERICA! SLEEPING IN CAVES--!
EVEN IN WINTER, WEREN'T YOU AFRAID OF SNAKES?
I JUST HATE SNAKES!
DON'T YOU?
NO.
I ONLY HATE...
...SPIDERS!
NEXT ISSUE:
BITES!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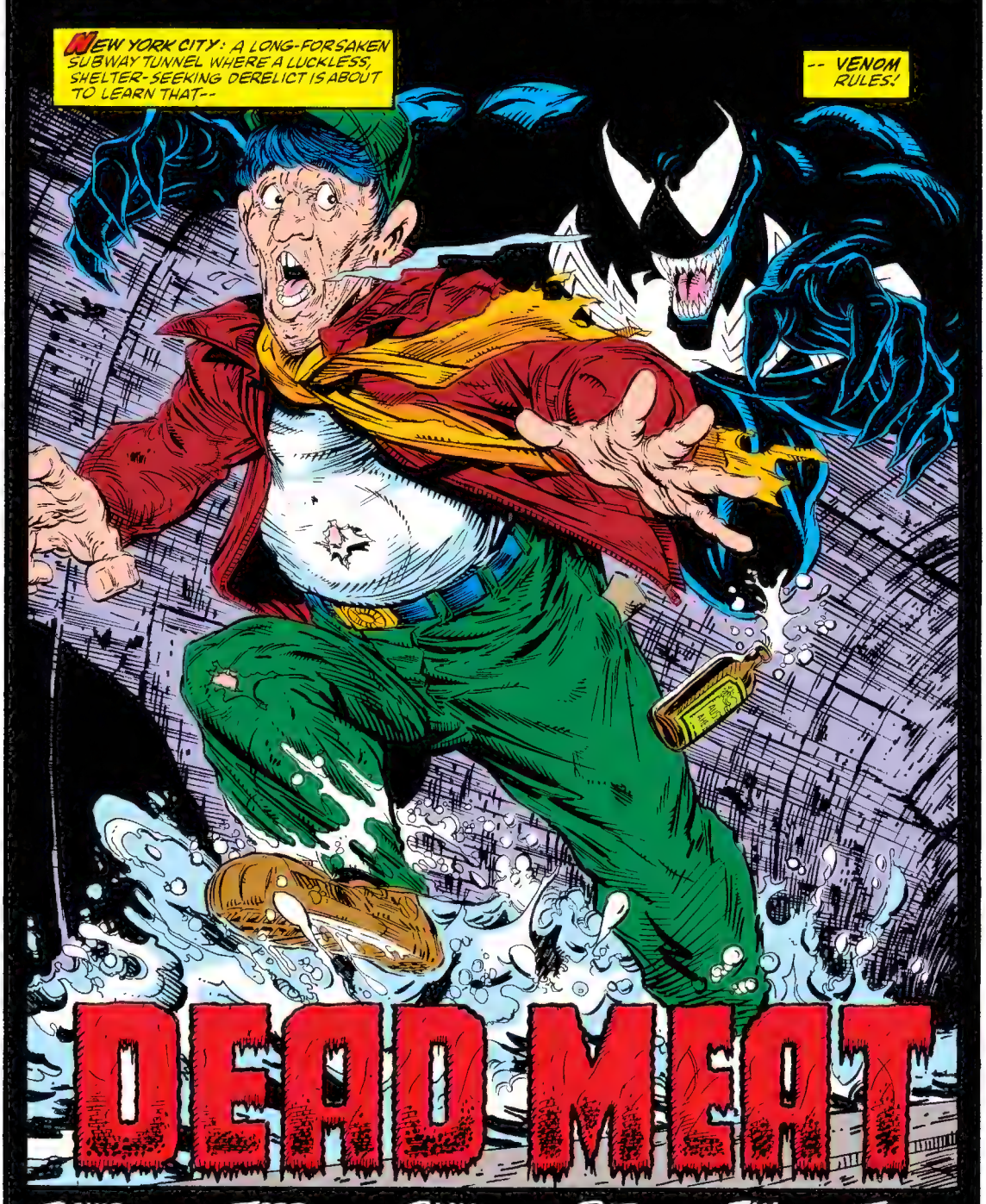
NEW YORK CITY: A LONG-FORSAKEN SUBWAY TUNNEL WHERE A LUCKLESS, SHELTER-SEEKING DERELICT IS ABOUT TO LEARN THAT--
-- VENOM RULES!

DEAD MEAT

DAVID MICHELINIE
WRITER

TODD McFARLANE
ARTIST

RICK PARKER
LETTERER

BOB SHAREN
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JIM SALICRUP
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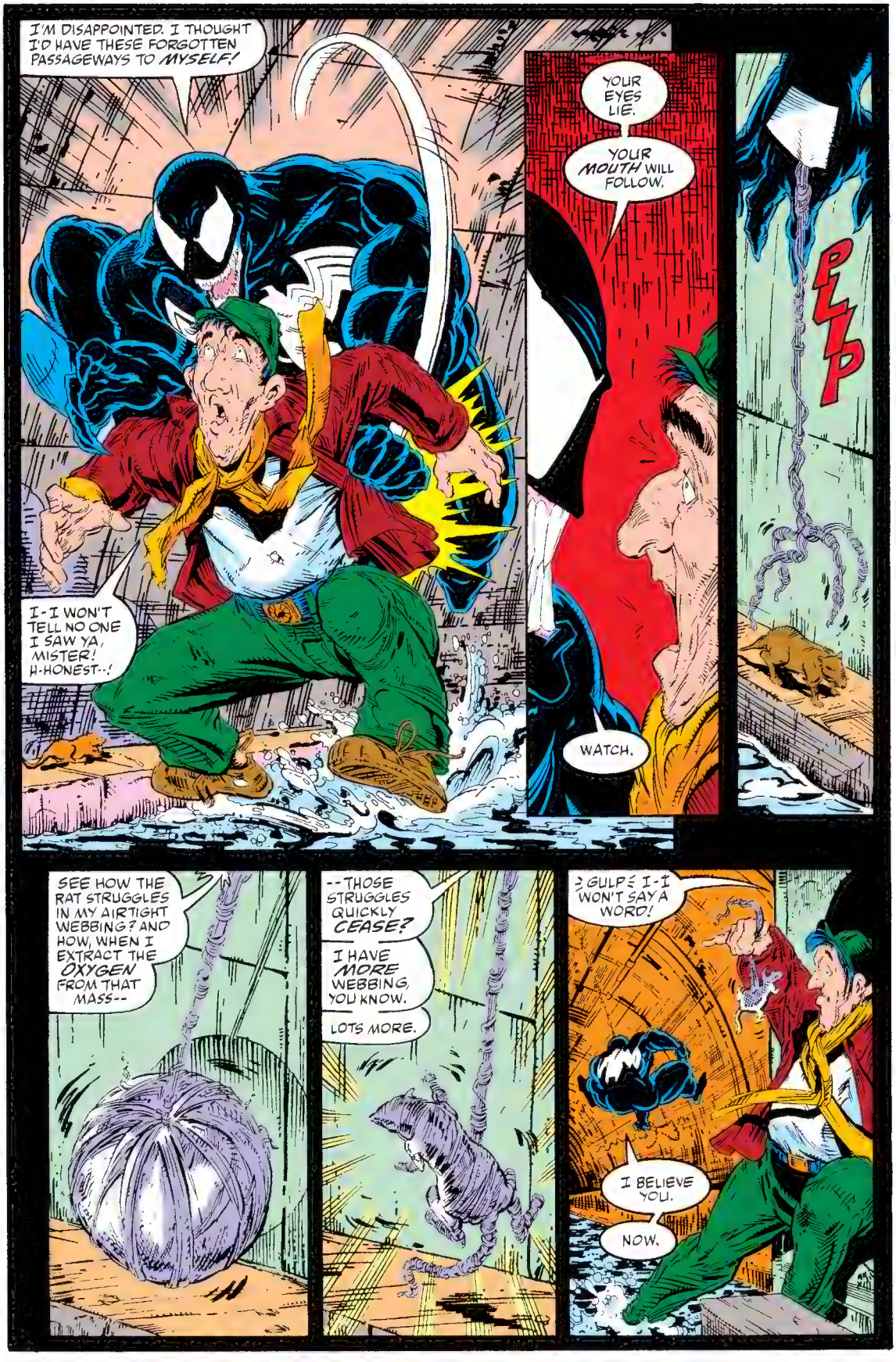
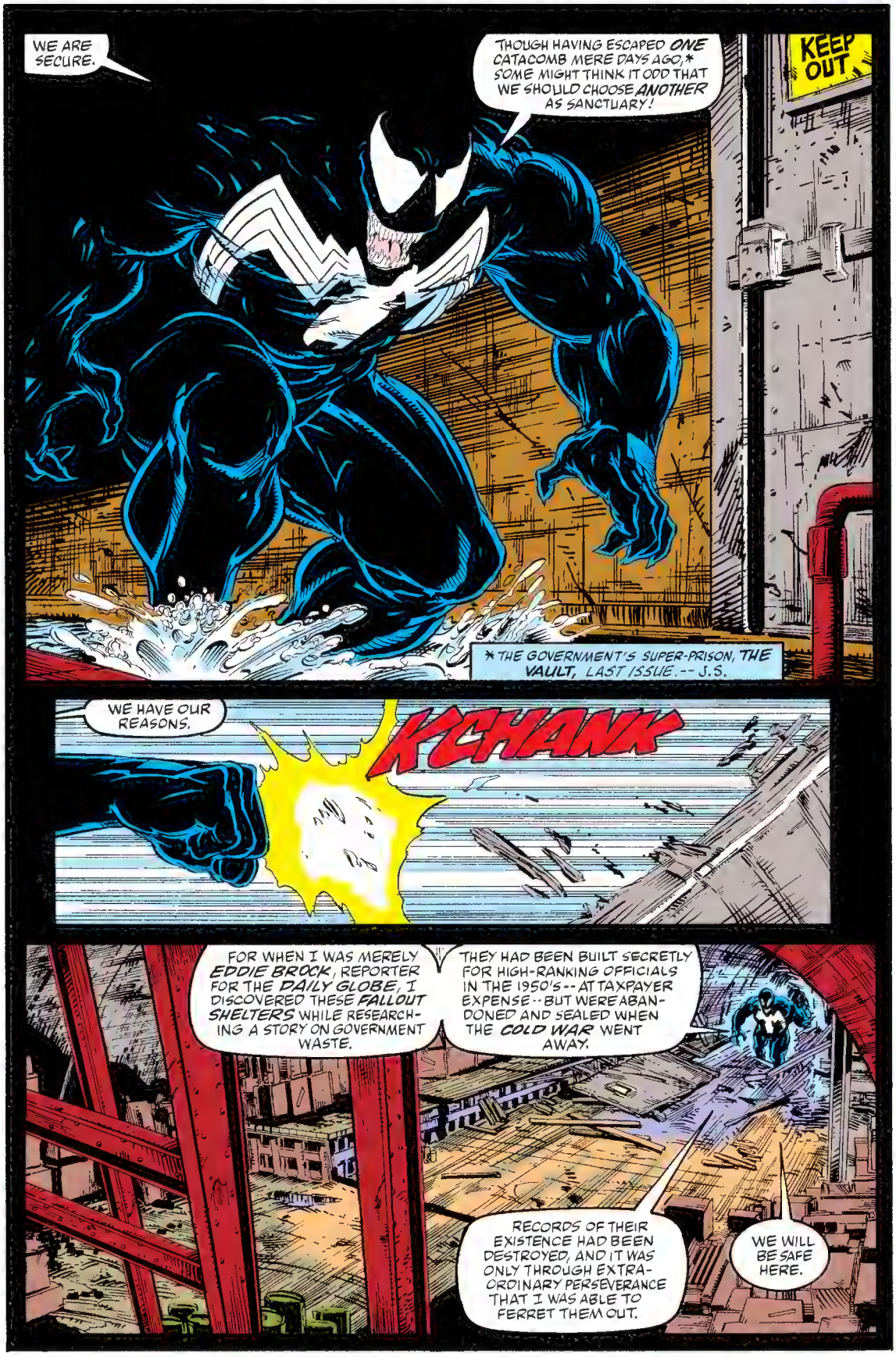
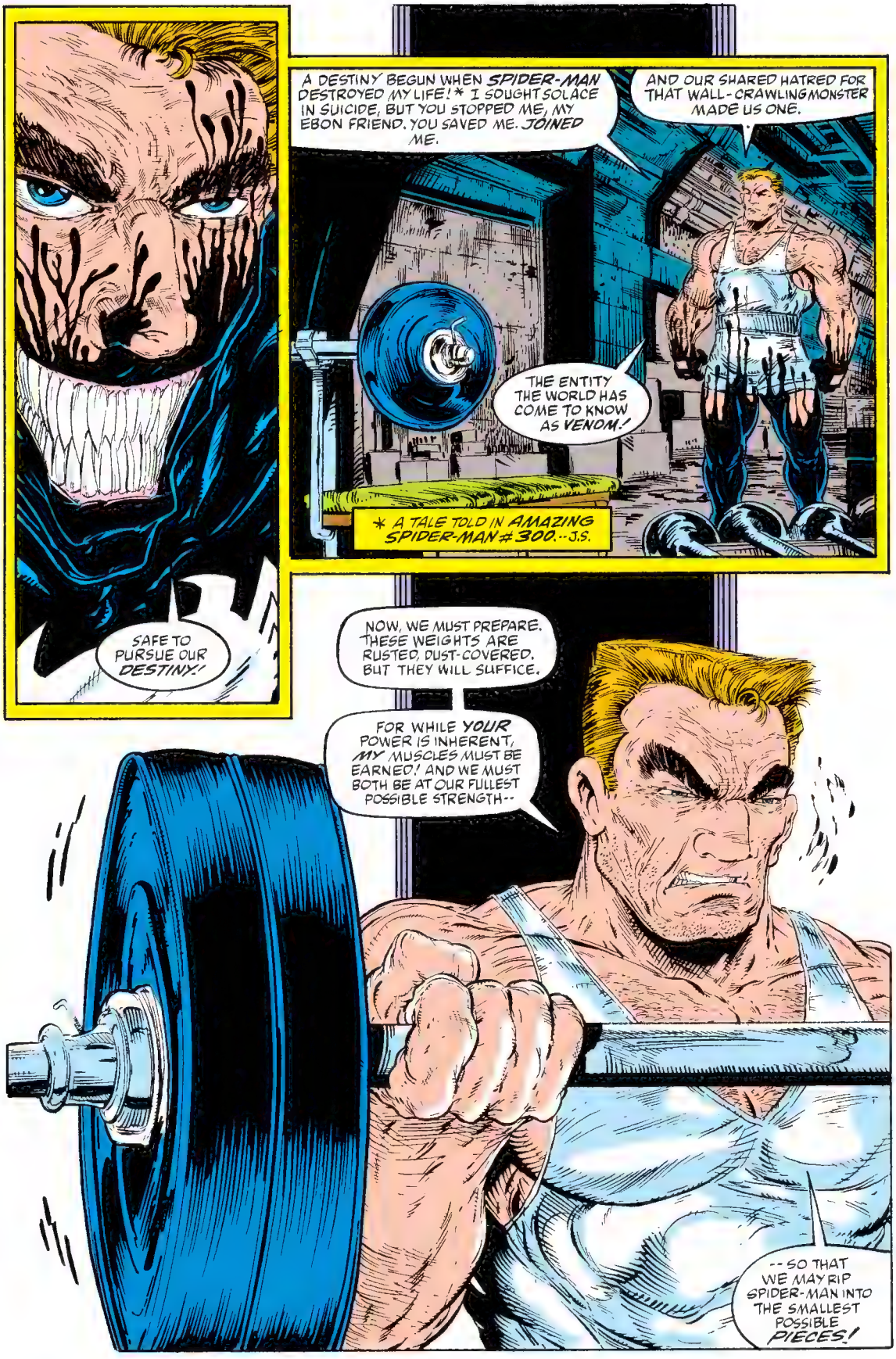
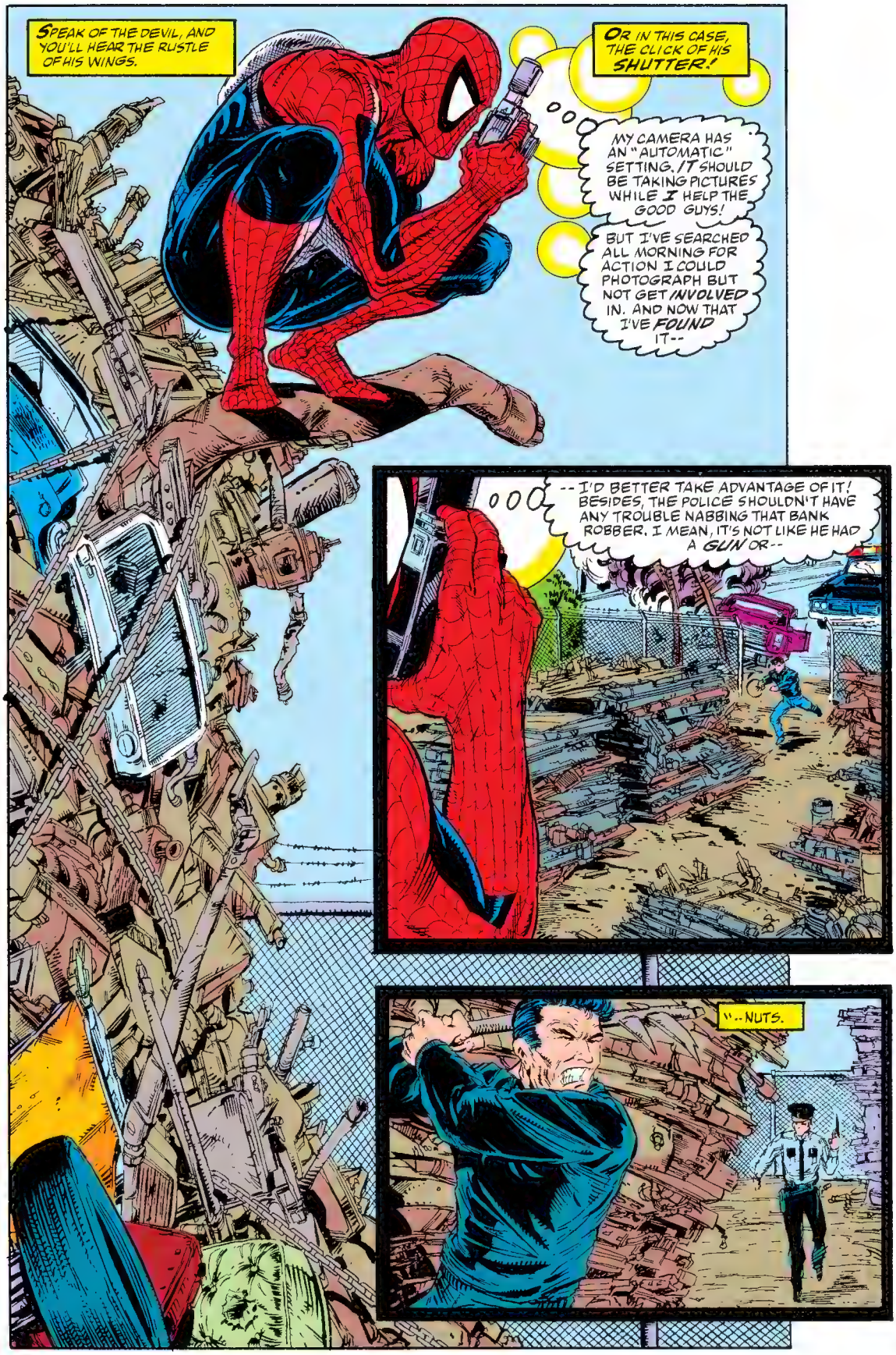
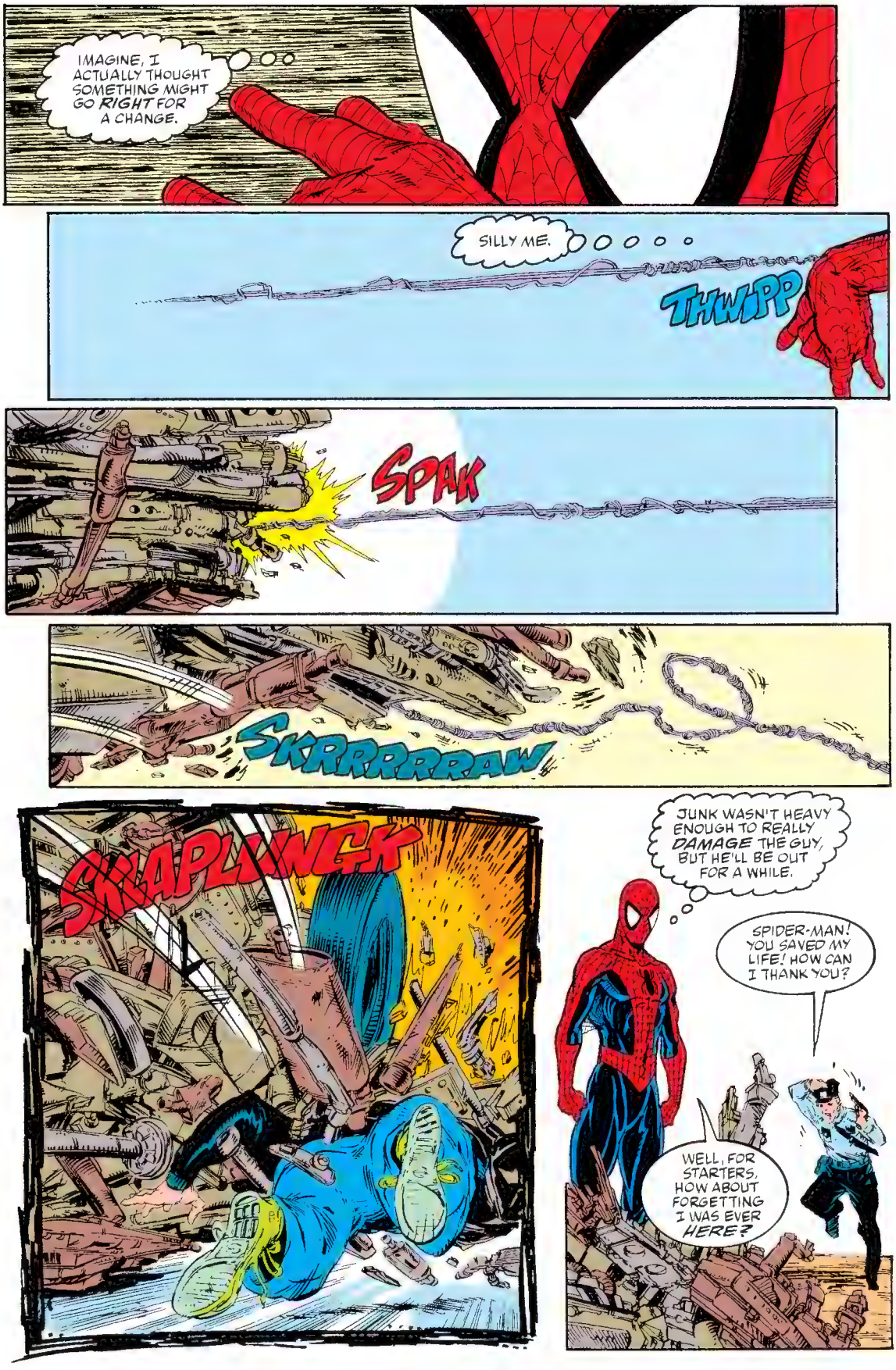
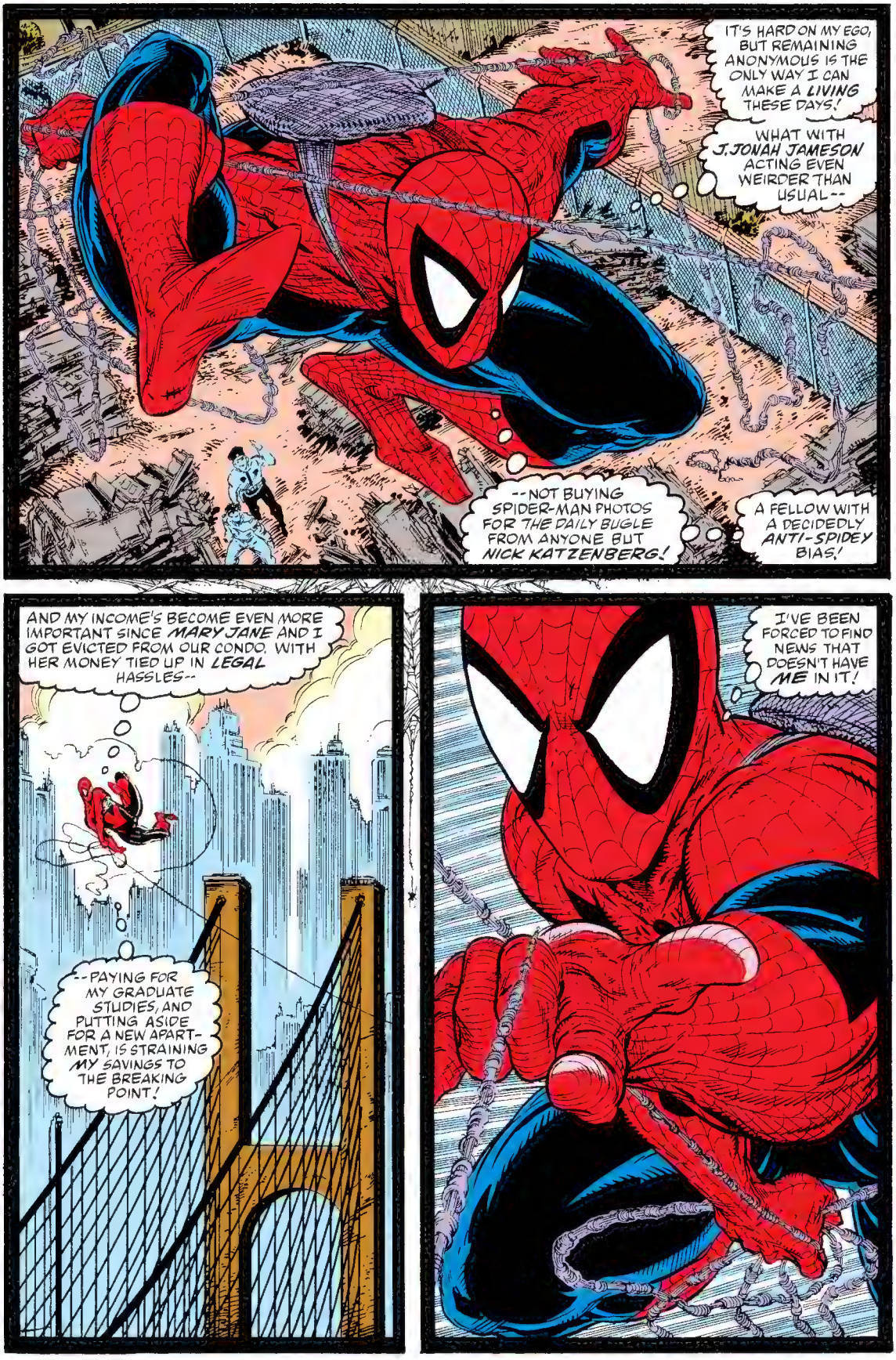

I'M DISAPPOINTED. I THOUGHT I'D HAVE THESE FORGOTTEN PASSAGEWAYS TO MYSELF!
I-I WON'T TELL NO ONE I SAW YA, MISTER! H-HONEST--!
YOUR EYES LIE.
YOUR MOUTH WILL FOLLOW.
WATCH.
PLIP
SEE HOW THE RAT STRUGGLES IN MY AIRTIGHT WEBBING? AND HOW, WHEN I EXTRACT THE OXYGEN FROM THAT MASS--
--THOSE STRUGGLES QUICKLY CEASE?
I HAVE MORE WEBBING, YOU KNOW.
LOTS MORE.
GULP! I-I WON'T SAY A WORD!
I BELIEVE YOU.
NOW.


WE ARE SECURE.
THOUGH HAVING ESCAPED ONE CATACOMB MERE DAYS AGO,* SOME MIGHT THINK IT ODD THAT WE SHOULD CHOOSE ANOTHER AS SANCTUARY!
KEEP OUT
*THE GOVERNMENT'S SUPER-PRISON, THE VAULT, LAST ISSUE. -- J.S.
WE HAVE OUR REASONS.
KCHANK
FOR WHEN I WAS MERELY EDDIE BROCK, REPORTER FOR THE DAILY GLOBE, I DISCOVERED THESE FALLOUT SHELTERS WHILE RESEARCHING A STORY ON GOVERNMENT WASTE.
THEY HAD BEEN BUILT SECRETLY FOR HIGH-RANKING OFFICIALS IN THE 1950'S -- AT TAXPAYER EXPENSE -- BUT WERE ABANDONED AND SEALED WHEN THE COLD WAR WENT AWAY.
RECORDS OF THEIR EXISTENCE HAD BEEN DESTROYED, AND IT WAS ONLY THROUGH EXTRAORDINARY PERSEVERANCE THAT I WAS ABLE TO FERRET THEM OUT.
WE WILL BE SAFE HERE.

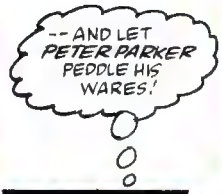

A DESTINY BEGUN WHEN SPIDER-MAN DESTROYED MY LIFE! * I SOUGHT SOLACE IN SUICIDE, BUT YOU STOPPED ME, MY EBON FRIEND. YOU SAVED ME. JOINED ME.
AND OUR SHARED HATRED FOR THAT WALL-CRAWLING MONSTER MADE US ONE.
THE ENTITY THE WORLD HAS COME TO KNOW AS VENOM!
* A TALE TOLD IN AMAZING SPIDER-MAN #300.--J.S.
SAFE TO PURSUE OUR DESTINY!
NOW, WE MUST PREPARE. THESE WEIGHTS ARE RUSTED, DUST-COVERED, BUT THEY WILL SUFFICE.
FOR WHILE YOUR POWER IS INHERENT, MY MUSCLES MUST BE EARNED! AND WE MUST BOTH BE AT OUR FULLEST POSSIBLE STRENGTH--
--SO THAT WE MAY RIP SPIDER-MAN INTO THE SMALLEST POSSIBLE PIECES!


SPEAK OF THE DEVIL, AND YOU'LL HEAR THE RUSTLE OF HIS WINGS.
OR IN THIS CASE, THE CLICK OF HIS SHUTTER!
MY CAMERA HAS AN "AUTOMATIC" SETTING. IT SHOULD BE TAKING PICTURES WHILE I HELP THE GOOD GUYS!
BUT I'VE SEARCHED ALL MORNING FOR ACTION I COULD PHOTOGRAPH BUT NOT GET INVOLVED IN. AND NOW THAT I'VE FOUND IT--
--I'D BETTER TAKE ADVANTAGE OF IT! BESIDES, THE POLICE SHOULDN'T HAVE ANY TROUBLE NABBING THAT BANK ROBBER. I MEAN, IT'S NOT LIKE HE HAD A GUN OR--
"--NUTS.

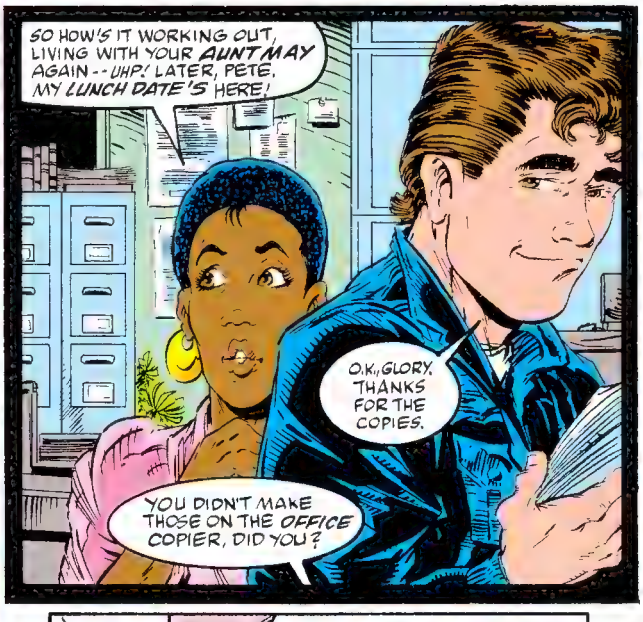

IMAGINE, I ACTUALLY THOUGHT SOMETHING MIGHT GO RIGHT FOR A CHANGE.
SILLY ME.
THWIPP
SPAK
SKRRRRRRAW
SKRAPLANGK
JUNK WASN'T HEAVY ENOUGH TO REALLY DAMAGE THE GUY, BUT HE'LL BE OUT FOR A WHILE.
SPIDER-MAN! YOU SAVED MY LIFE! HOW CAN I THANK YOU?
WELL, FOR STARTERS, HOW ABOUT FORGETTING I WAS EVER HERE?


IT'S HARD ON MY EGO, BUT REMAINING ANONYMOUS IS THE ONLY WAY I CAN MAKE A LIVING THESE DAYS!
WHAT WITH J. JONAH JAMESON ACTING EVEN WEIRDER THAN USUAL--
A FELLOW WITH A DECIDEDLY ANTI-SPIDEY BIAS!
--NOT BUYING SPIDER-MAN PHOTOS FOR THE DAILY BUGLE FROM ANYONE BUT NICK KATZENBERG!
AND MY INCOME'S BECOME EVEN MORE IMPORTANT SINCE MARY JANE AND I GOT EVICTED FROM OUR CONDO. WITH HER MONEY TIED UP IN LEGAL HASSLES--
--PAYING FOR MY GRADUATE STUDIES, AND PUTTING ASIDE FOR A NEW APARTMENT, IS STRAINING MY SAVINGS TO THE BREAKING POINT!
I'VE BEEN FORCED TO FIND NEWS THAT DOESN'T HAVE ME IN IT!

MAYBE I SHOULD LOOK FOR OTHER COSTUMED TYPES TO PHOTOGRAPH. AT LEAST JONAH HASN'T BLACK-BALLED ANYONE ELSE.
YET!
AH, WELL, BETTER CHANGE INTO THE CIVILIAN CLOTHES IN MY WEBBING BUNDLE --

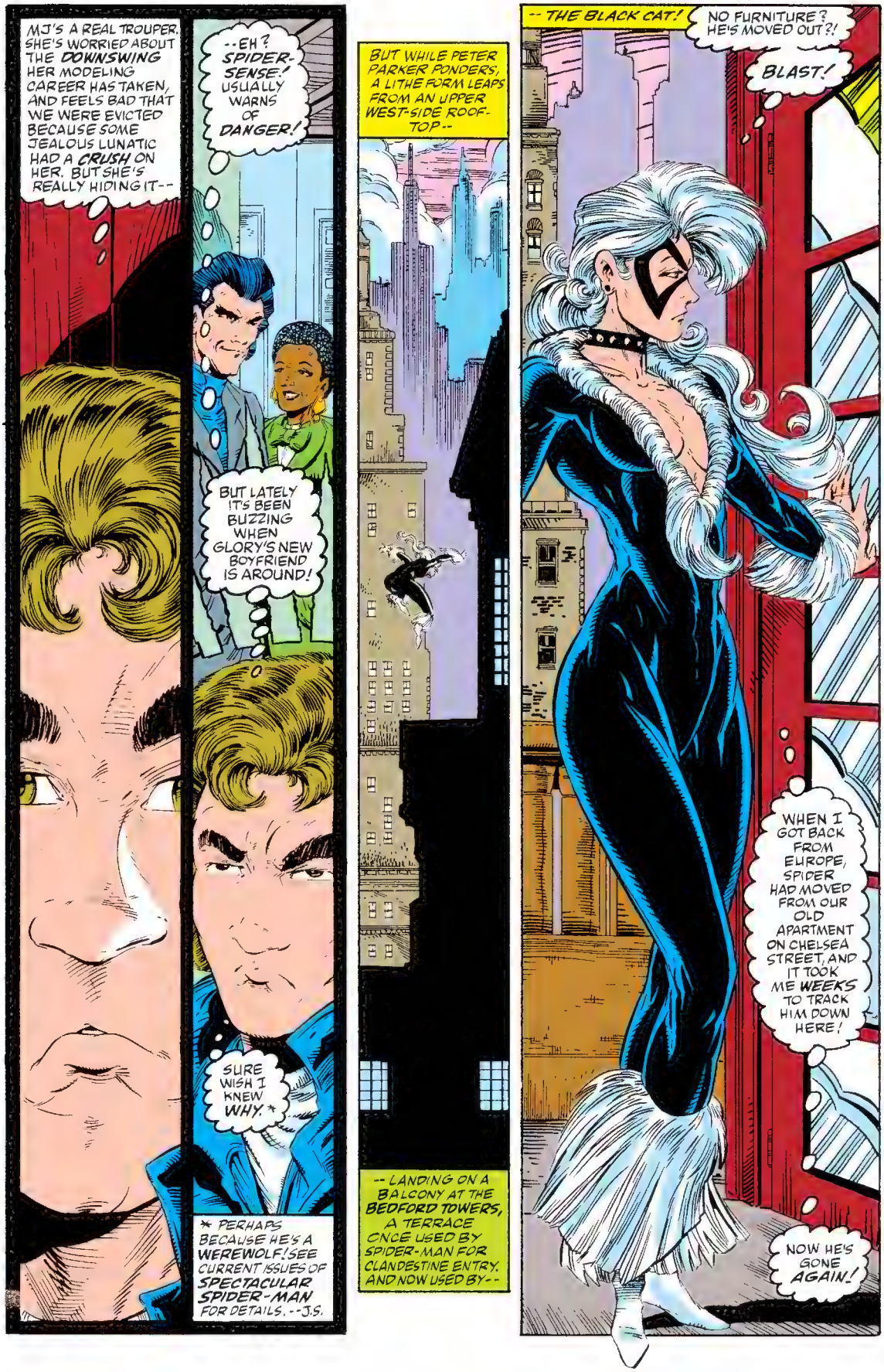

-- AND LET PETER PARKER PEDDLE HIS WARES!

INSIDE, AT GLORIA GRANT'S WORK STATION...
HI, PETER! HERE ARE THOSE CHANGE OF ADDRESS NOTICES YOU ASKED ME TO RUN OFF.
GREAT!

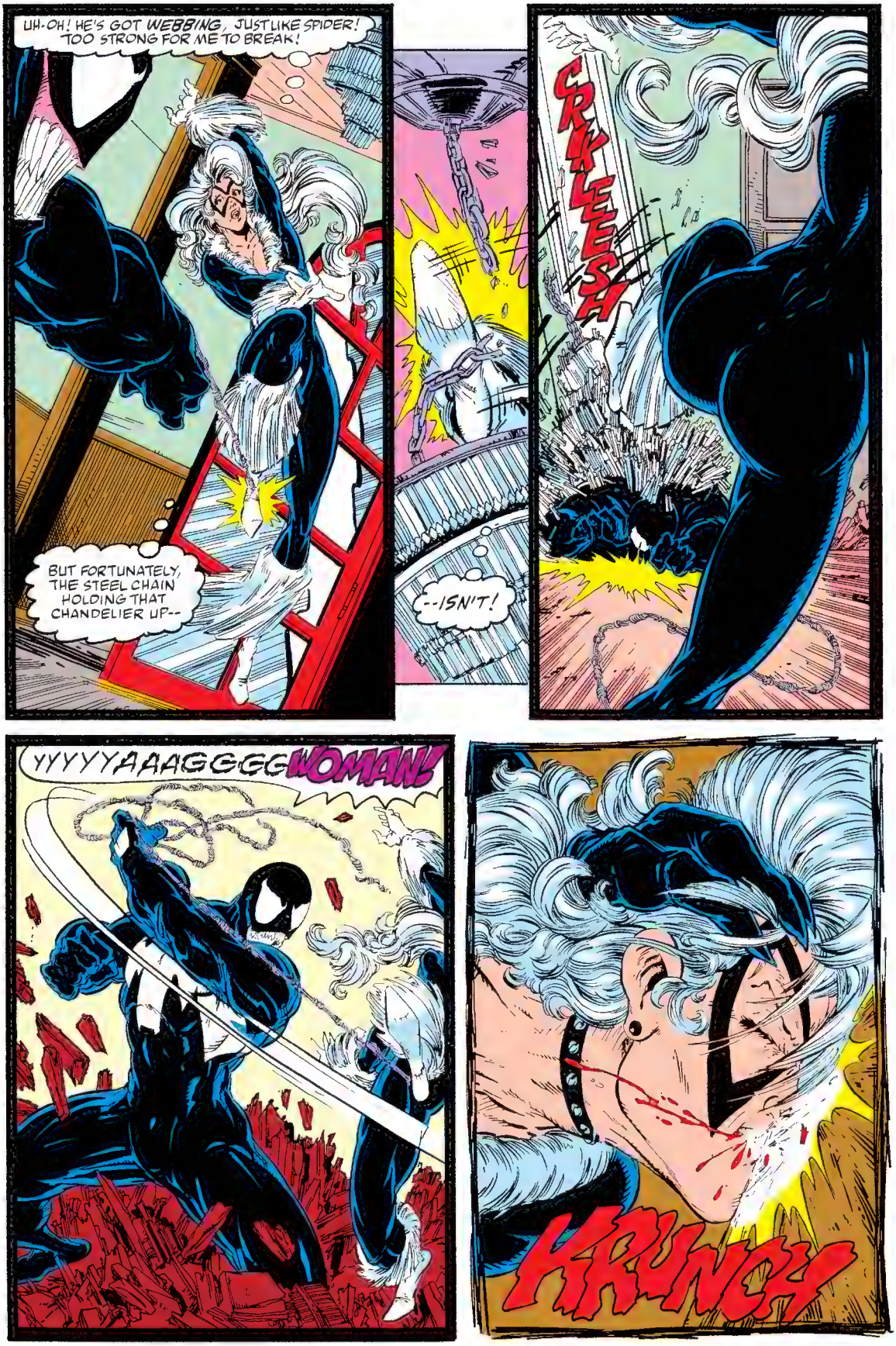

SO HOW'S IT WORKING OUT, LIVING WITH YOUR AUNT MAY AGAIN -- UHP! LATER, PETE. MY LUNCH DATE'S HERE!
O.K., GLORY. THANKS FOR THE COPIES.
YOU DIDN'T MAKE THOSE ON THE OFFICE COPIER, DID YOU?

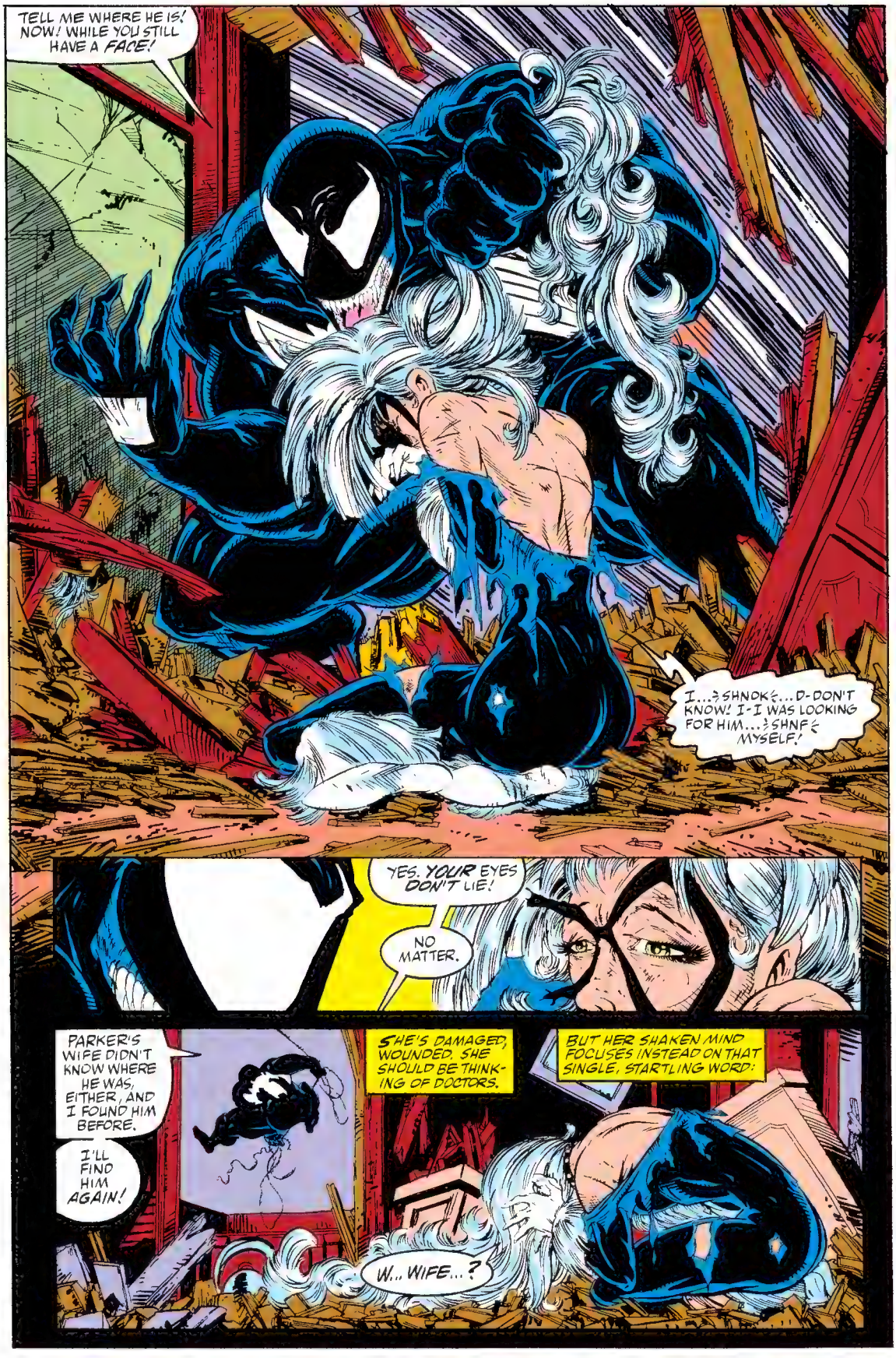
LO, NICK.
USING COMPANY PROPERTY FOR PERSONAL NEEDS? DOES JONAH KNOW ABOUT THIS?
DOES GERALDO KNOW WHAT YOU USE TO SATISFY YOUR PERSONAL NEEDS, KATZENBERG?
HMPH!

JERK, SOME DAY I'M GOING TO--
--HELLO? MARY JANE?
HI, SWEETHEART! I WAS JUST ON MY WAY OUT.' HMMM? NO, I'M NOT DOING THAT FASHION SHOOT, AFTER ALL. THEY CANCELED AT THE LAST MINUTE.
UH-HUH, LIKE THE OTHERS.
NO, I'M FINE. REALLY!
I'M GOING TO USE THE TIME TO DO SOME APARTMENT HUNTING, AND TO PICK UP THOSE PROPERTY FORMS AT OUR OLD CONDO IN THE BEDFORD.
ARE YOU SURE YOU'RE OKAY, HON?
I'M GREAT, TIGER! HEY, AFTER BEING MY HUBBY ALL THIS TIME--
-- YOU SHOULD KNOW THAT!
'BYE!


MJ'S A REAL TROUPER. SHE'S WORRIED ABOUT THE DOWNSWING HER MODELING CAREER HAS TAKEN, AND FEELS BAD THAT WE WERE EVICTED BECAUSE SOME JEALOUS LUNATIC HAD A CRUSH ON HER. BUT SHE'S REALLY HIDING IT--
--EH? SPIDER-SENSE! USUALLY WARNS OF DANGER!
BUT LATELY IT'S BEEN BUZZING WHEN GLORY'S NEW BOYFRIEND IS AROUND!
SURE WISH I KNEW WHY.*
* PERHAPS BECAUSE HE'S A WEREWOLF! SEE CURRENT ISSUES OF SPECTACULAR SPIDER-MAN FOR DETAILS. --J.S.
BUT WHILE PETER PARKER PONDERS, A LITHE FORM LEAPS FROM AN UPPER WEST-SIDE ROOF-TOP--
-- LANDING ON A BALCONY AT THE BEDFORD TOWERS, A TERRACE ONCE USED BY SPIDER-MAN FOR CLANDESTINE ENTRY. AND NOW USED BY--
-- THE BLACK CAT!
NO FURNITURE? HE'S MOVED OUT?!
BLAST!
WHEN I GOT BACK FROM EUROPE, SPIDER HAD MOVED FROM OUR OLD APARTMENT ON CHELSEA STREET, AND IT TOOK ME WEEKS TO TRACK HIM DOWN HERE!
NOW HE'S GONE AGAIN!

WE WERE IN LOVE, BUT I FLEW THE COOP, EVEN THOUGH I'D LOST MY BAD LUCK POWERS, AND KNEW THEY WOULDN'T BE A DANGER TO SPIDER!
I GOT MIXED UP WITH THAT SNAKE CALLED THE FOREIGNER FOR A WHILE, BUT NOW I KNOW THAT SPIDER AND I WERE MEANT TO BE TOGETHER IF ONLY I CAN FIND--
WHERE IS HE?
SPIDER...?
NO! COSTUME'S RIGHT, BUT HE'S TOO BIG! TOO...
...EVIL!
PARKER'S FLED HIS LAIR! BUT YOU KNOW WHO HE IS--YOU MUST KNOW WHERE HE IS!
TELL ME!
THRAK
THE ONLY THING I'M TELLIN' YOU, BUSTER, IS WHERE TO GO!
AND I DON'T THINK YOU'LL LIKE IT!

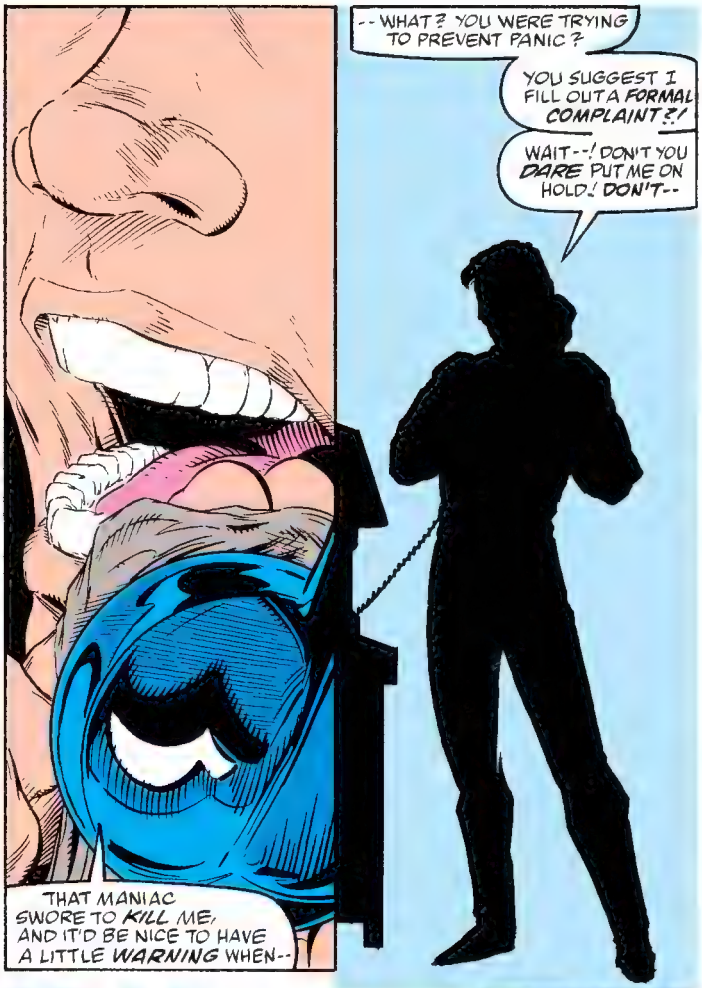

UH-OH! HE'S GOT WEBBING, JUST LIKE SPIDER! TOO STRONG FOR ME TO BREAK!
BUT FORTUNATELY, THE STEEL CHAIN HOLDING THAT CHANDELIER UP--
--ISN'T!
CRKLEESH
YYYYYAAAGGGGWOMAN!
KRUNCH


TELL ME WHERE HE IS! NOW! WHILE YOU STILL HAVE A FACE!
I...SHNOK...D-DON'T KNOW! I-I WAS LOOKING FOR HIM...SHNF MYSELF!
YES. YOUR EYES DON'T LIE!
NO MATTER.
PARKER'S WIFE DIDN'T KNOW WHERE HE WAS, EITHER, AND I FOUND HIM BEFORE.
I'LL FIND HIM AGAIN!
SHE'S DAMAGED, WOUNDED. SHE SHOULD BE THINKING OF DOCTORS.
BUT HER SHAKEN MIND FOCUSES INSTEAD ON THAT SINGLE, STARTLING WORD:
W... WIFE...?

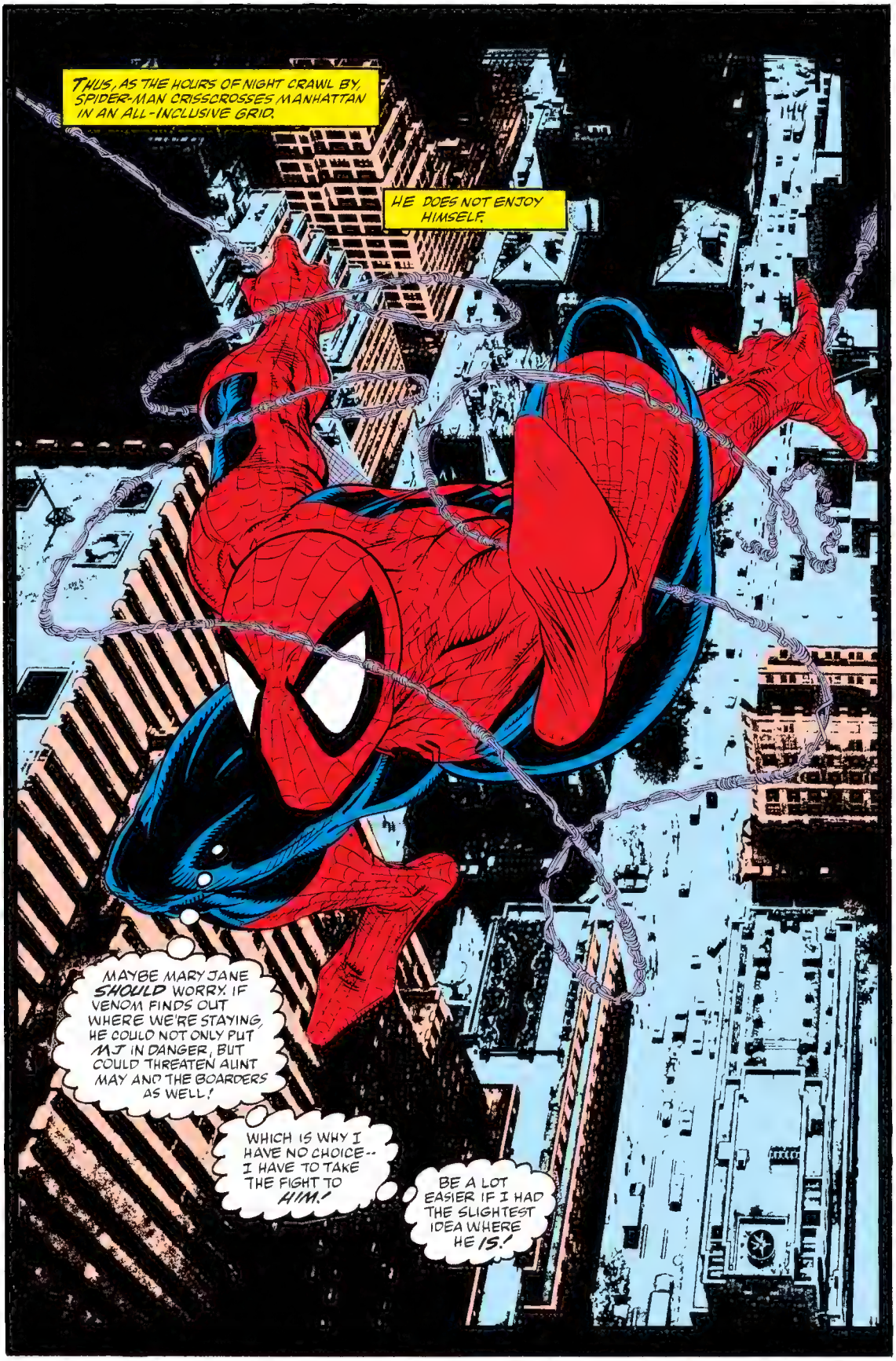
SPEAKING OF WHOM, SEVERAL STORIES BELOW...
I'M SURE GONNA MISS SEEIN' YOU AN' MR. PARKER, MA'AM.
WE'LL MISS YOU, TOO, WALLY. BUT WE'LL STOP BY AND SAY "HI" WHENEVER WE'RE--
>GASP<
SOMETHIN' WRONG? YOU LOOK PALE.
I... I'M FINE, WALLY. I-I JUST--
--FELT A CHILL.
DARKNESS DESCENDS, AND AS PETER PARKER RETURNS TO THE FOREST HILLS BOARDING HOUSE RUN BY HIS AUNT MAY...
"TOP O' TH' EVENIN' TO YE, PRETTY LADY. WHAT'S UP?
MARY JANE SEEMS UPSET, DEAR. MAYBE YOU SHOULD TALK WITH HER.
SHE'S UPSTAIRS.
AND...
MJ?

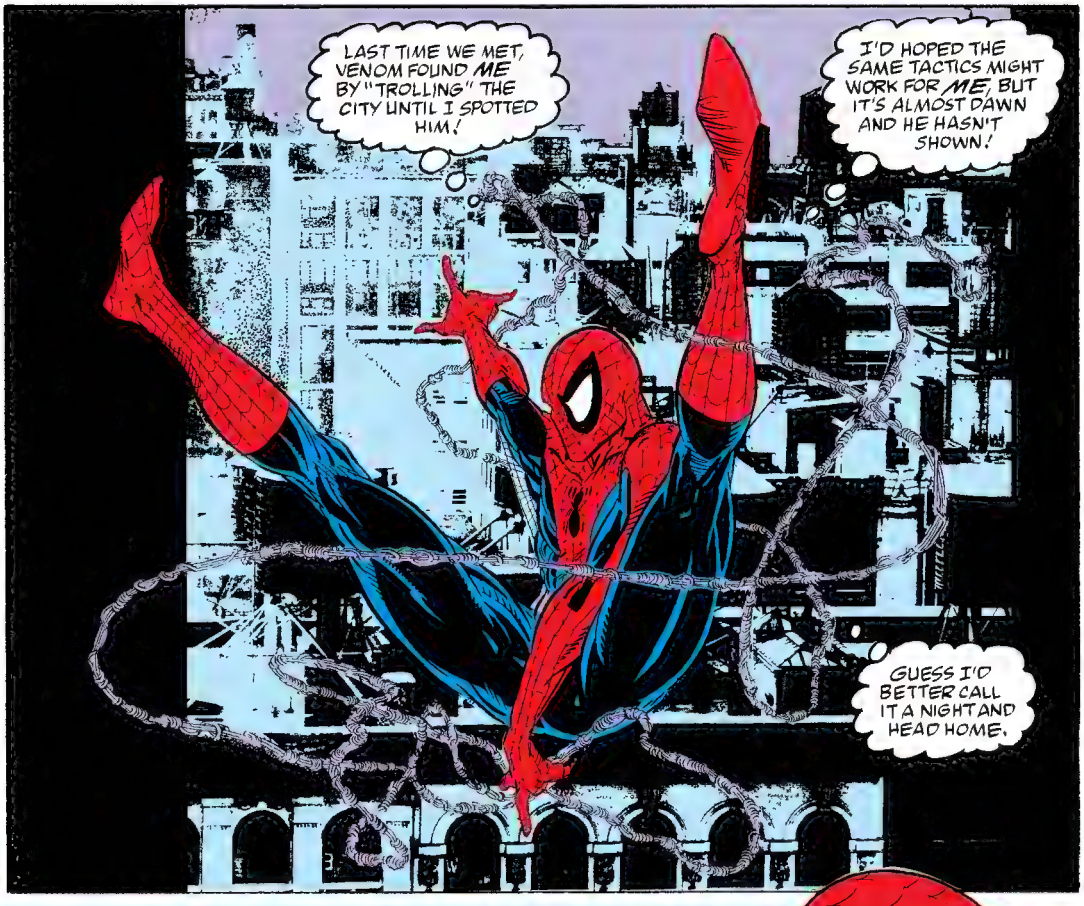
AUNT MAY SAID YOU NEEDED SOME PERKING-UP, AND THEY DON'T CALL ME "PETER PERKER" FOR NOTHING!
SO, DID YOU HEAR THE ONE ABOUT THE NEARSIGHTED GERBIL WHO--
PETER,
HE'S BACK.
JOVIALITY FADES SWIFTLY AS PETER LISTENS TO HIS WIFE'S STORY, A TERSE TALE OF BLACK-AND-WHITE HORROR SEEN SWINGING AWAY FROM THE BEDFORD TOWERS. HORROR THAT HAS A NAME:
VENOM! BUT HE'S SUPPOSED TO BE LOCKED AWAY!
I'M GOING TO FIND OUT WHAT THE BLAZES IS GOING ON!

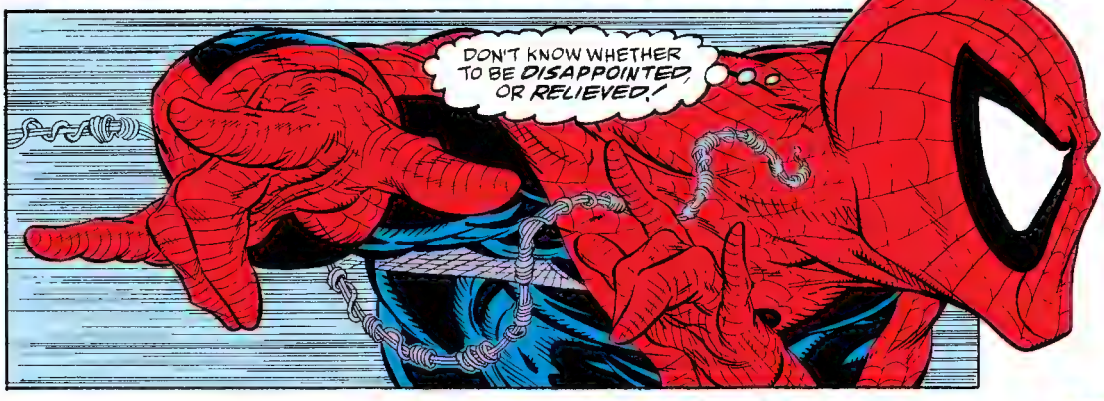
BUT CALLS TO GOVERNMENT AGENCIES ARE REFERRED TO OTHER AGENCIES, THEN OTHERS STILL. UNTIL FINALLY...
LOOK, I'M TIRED OF GETTING THE RUN-AROUND! I'M TELLING YOU THIS IS SPIDER-MAN, AND I WANT SOME ANSWERS!
LIKE WHY THE MEDIA HAVEN'T BEEN ALERTED THAT A NUT CASE CALLED VENOM ESCAPED FROM YOUR HIGHLY-TOUTED VAULT!

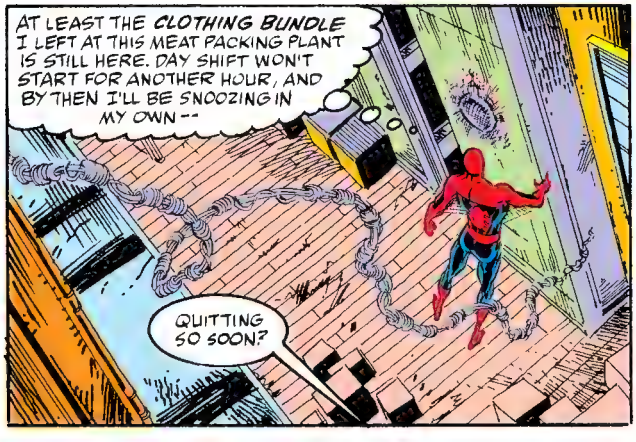

--WHAT? YOU WERE TRYING TO PREVENT PANIC?
YOU SUGGEST I FILL OUT A FORMAL COMPLAINT?!
WAIT--! DON'T YOU DARE PUT ME ON HOLD! DON'T--
THAT MANIAC SWORE TO KILL ME, AND IT'D BE NICE TO HAVE A LITTLE WARNING WHEN--

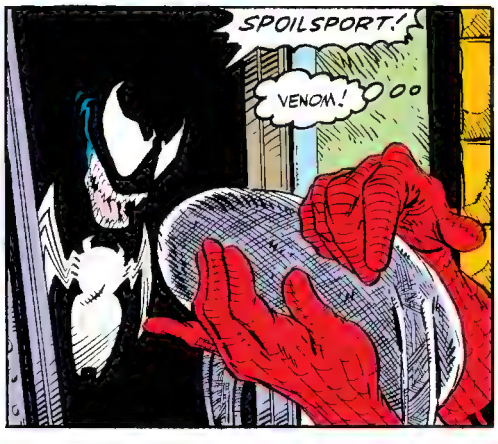
PLAKT
HE FOUND US ON CHELSEA STREET. HE FOUND WHERE WE LIVED AT THE BEDFORD. WHAT IF HE FINDS US... HERE?
DON'T WORRY, MJ. VENOM WON'T HAVE TO FIND ME-- BECAUSE I'M GOING TO FIND HIM!


THUS, AS THE HOURS OF NIGHT CRAWL BY, SPIDER-MAN CRISSCROSSES MANHATTAN IN AN ALL-INCLUSIVE GRID.
HE DOES NOT ENJOY HIMSELF.
MAYBE MARY JANE SHOULD WORRY. IF VENOM FINDS OUT WHERE WE'RE STAYING, HE COULD NOT ONLY PUT MJ IN DANGER, BUT COULD THREATEN AUNT MAY AND THE BOARDERS AS WELL!
WHICH IS WHY I HAVE NO CHOICE-- I HAVE TO TAKE THE FIGHT TO HIM!
BE A LOT EASIER IF I HAD THE SLIGHTEST IDEA WHERE HE IS!


LAST TIME WE MET, VENOM FOUND ME BY "TROLLING" THE CITY UNTIL I SPOTTED HIM!
I'D HOPED THE SAME TACTICS MIGHT WORK FOR ME, BUT IT'S ALMOST DAWN AND HE HASN'T SHOWN!
GUESS I'D BETTER CALL IT A NIGHT AND HEAD HOME.

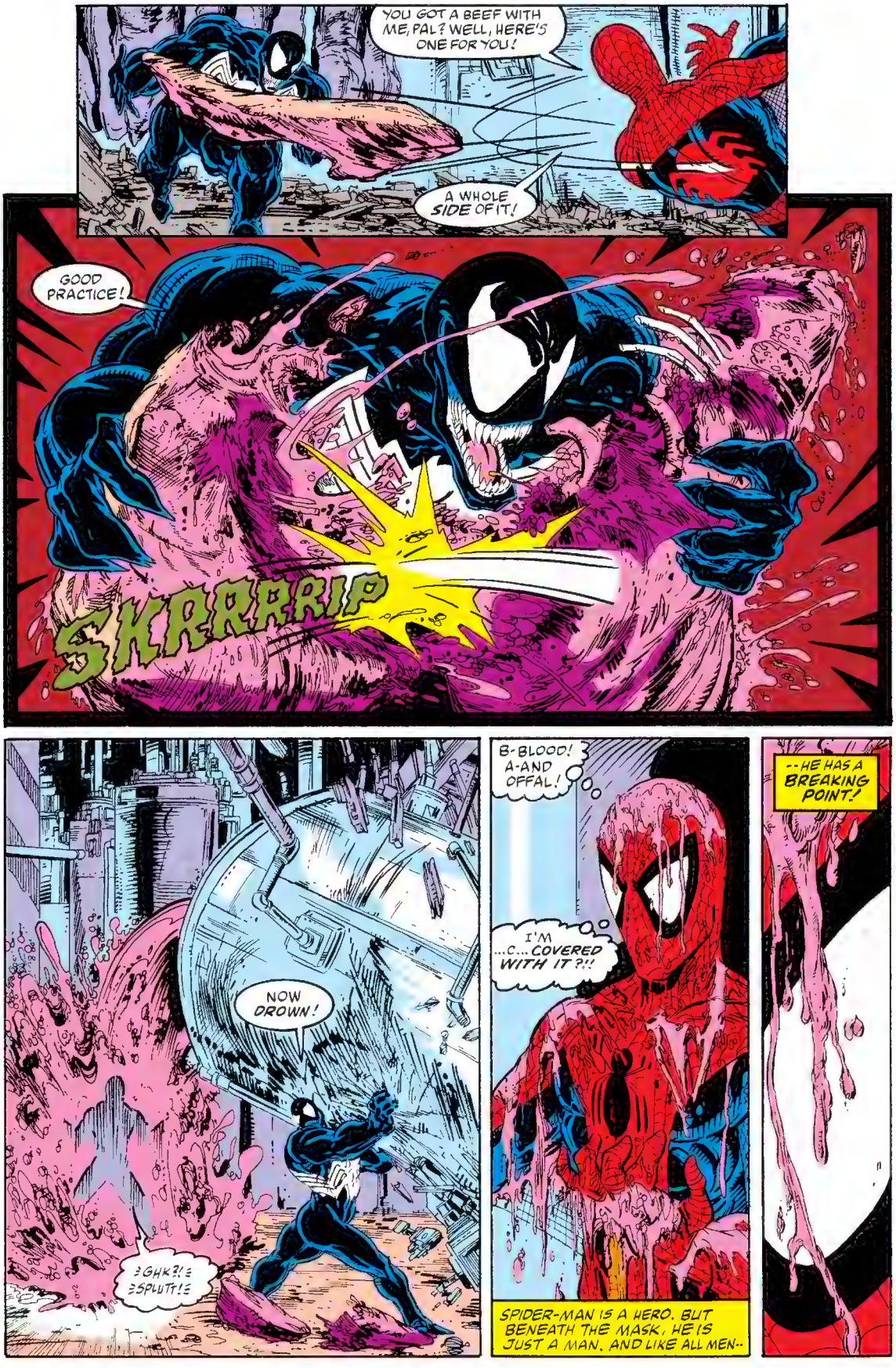

DON'T KNOW WHETHER TO BE DISAPPOINTED, OR RELIEVED!

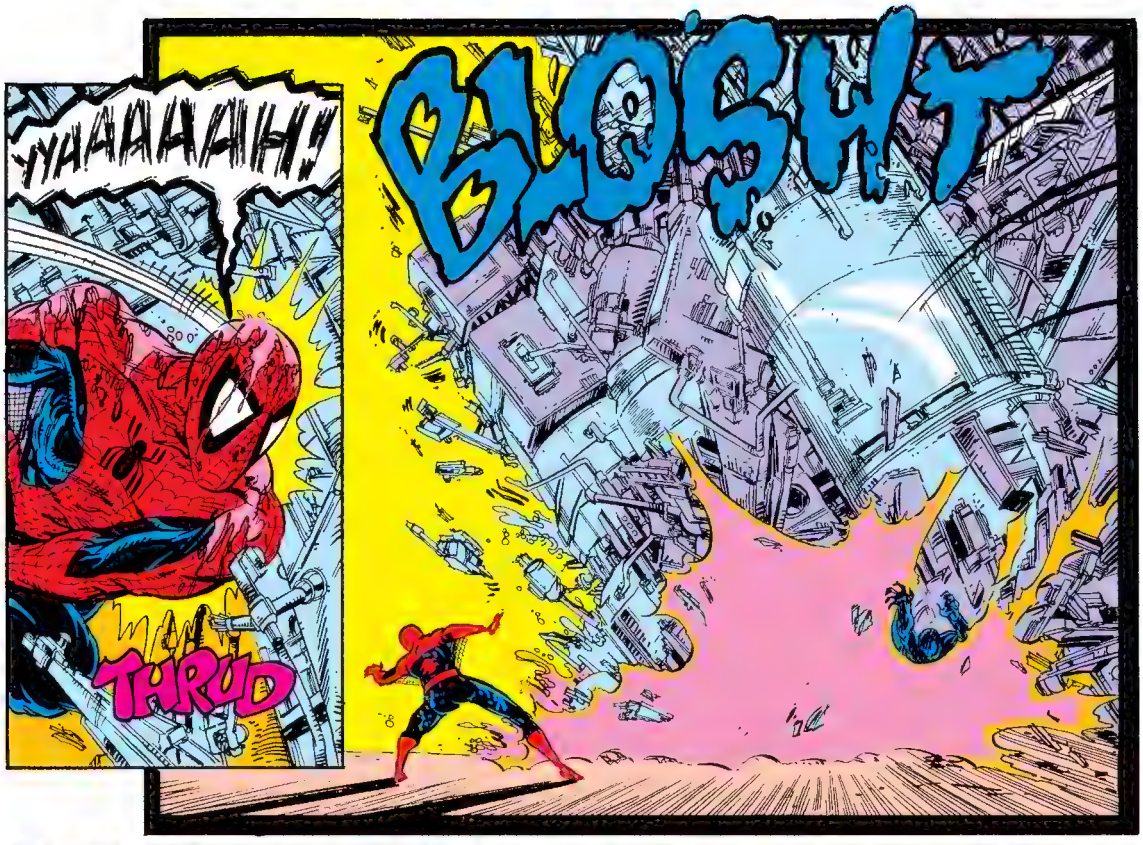

AT LEAST THE CLOTHING BUNDLE I LEFT AT THIS MEAT PACKING PLANT IS STILL HERE. DAY SHIFT WON'T START FOR ANOTHER HOUR, AND BY THEN I'LL BE SNOOZING IN MY OWN --
QUITTING SO SOON?

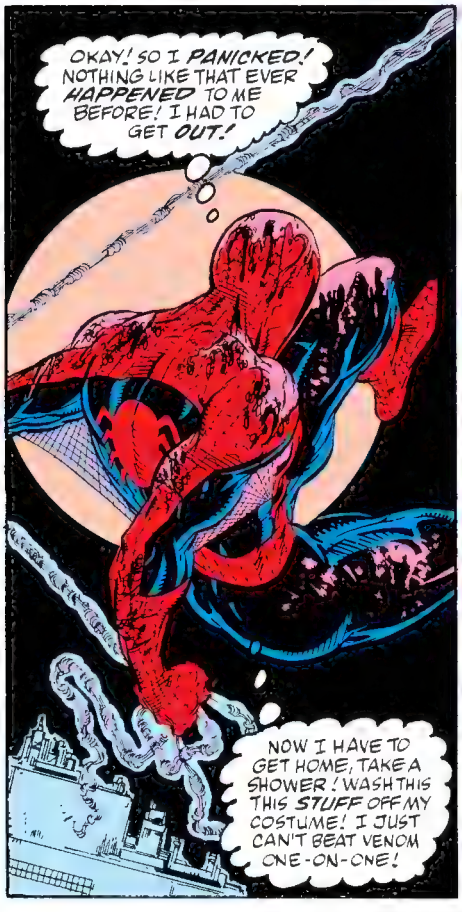

SPOILSPORT!
VENOM!

ER, F-FINALLY FOUND ME, EH?
FIND YOU? WE'VE BEEN FOLLOWING YOU!
FOR HOURS...!
BLAST! FORGOT THAT HIS ALIEN SYMBIOTE COSTUME DOESN'T TRIGGER MY SPIDER-SENSE! I DIDN'T EVEN THINK TO LOOK BEHIND ME!
PLIP
AND WITHOUT MY SPIDER-SENSE, I WASN'T WARNED TO AVOID VENOM'S WEBLINE! GOT TO BREAK LOOSE BEFORE--
RAKASH!

VENOM HAS ALL OF MY POWERS, AND MORE MUSCLE!
DON'T KNOW IF I COULD SURVIVE A HEAD-TO-HEAD BATTLE!
SO I'LL JUST HAVE TO USE MY HEAD AND LURE HIM INTO AN AMBUSH!
COME OUT, COME OUT, WHEREVER YOU ARE! WE PROMISE TO KILL YOU NICE!
JUST A LIIIIIIITLE CLOSER AND--
HA!
KLOP
WE KNEW YOU'D BE THERE!


YOU GOT A BEEF WITH ME, PAL? WELL, HERE'S ONE FOR YOU!
A WHOLE SIDE OF IT!
GOOD PRACTICE!
SKRRRRIP
NOW DROWN!
=GHK?!=
=SPLUT!=
B-BLOOD! A-AND OFFAL!
I'M ...C...COVERED WITH IT?!!
SPIDER-MAN IS A HERO. BUT BENEATH THE MASK, HE IS JUST A MAN. AND LIKE ALL MEN..
--HE HAS A BREAKING POINT!




OKAY! SO I PANICKED! NOTHING LIKE THAT EVER HAPPENED TO ME BEFORE! I HAD TO GET OUT!
NOW I HAVE TO GET HOME, TAKE A SHOWER! WASH THIS THIS STUFF OFF MY COSTUME! I JUST CAN'T BEAT VENOM ONE-ON-ONE!

" I'LL NEED A PLAN, MAYBE SOME HELP! BUT AT LEAST I'LL HAVE TIME TO WORK ON IT!
" THANK HEAVEN VENOM STILL DOESN'T KNOW--
"--WHERE I LIVE!"
WE'VE MOVED!
Please be advised that PETER and MARY JANE PARKER are now residing at:
20 Ingram Street
West Hills, NY 11375
(718) 555-5692

NEXT ISSUE:

GUESS WHO'S COMING TO DINNER!

(HEH HEH HEH! HEH HEH HEH HEH HEH..)

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THE WORLD'S GREATEST COMIC MAGAZINE!
HEY!
the AMAZING SPIDER-MAN®
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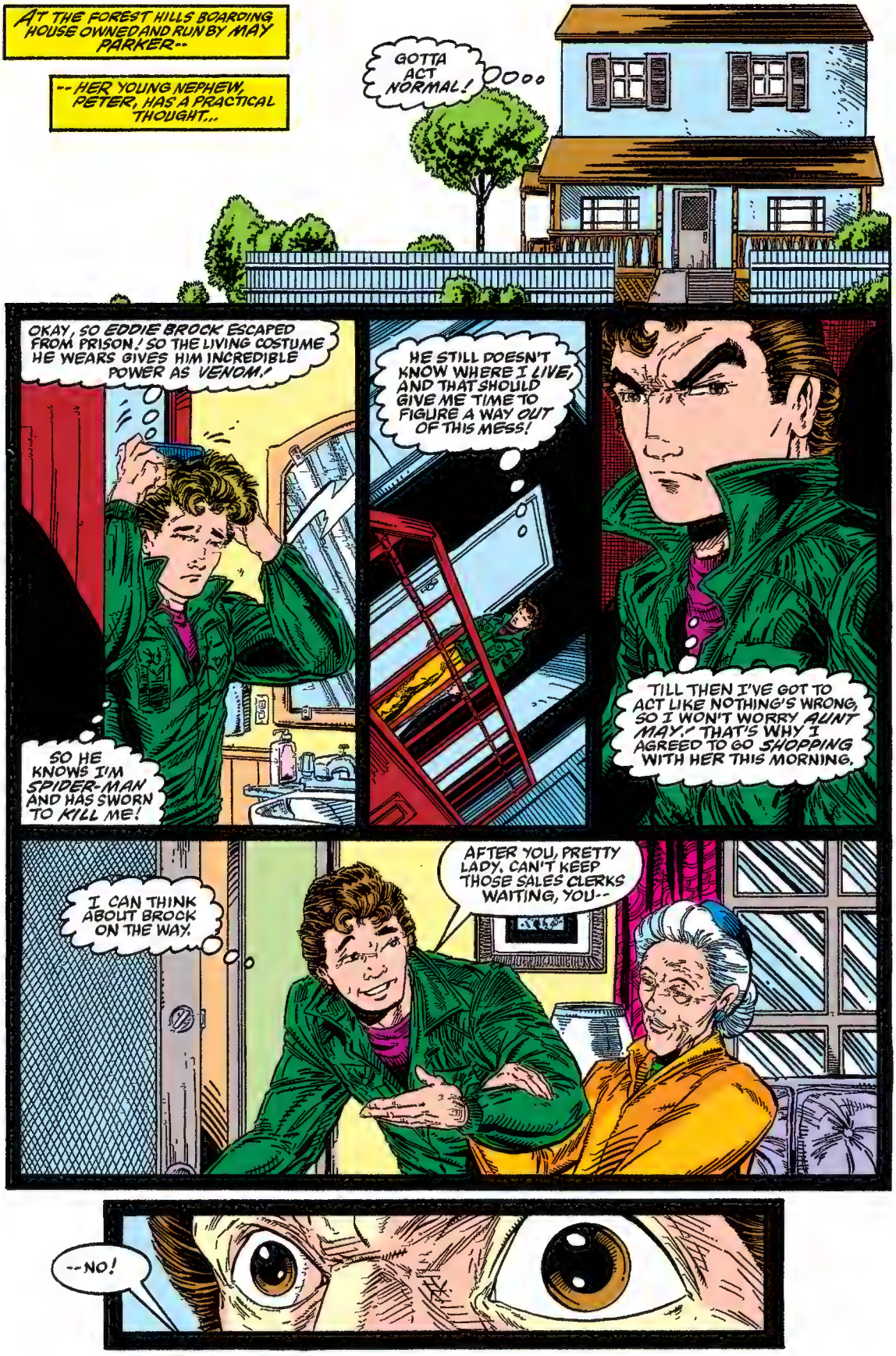
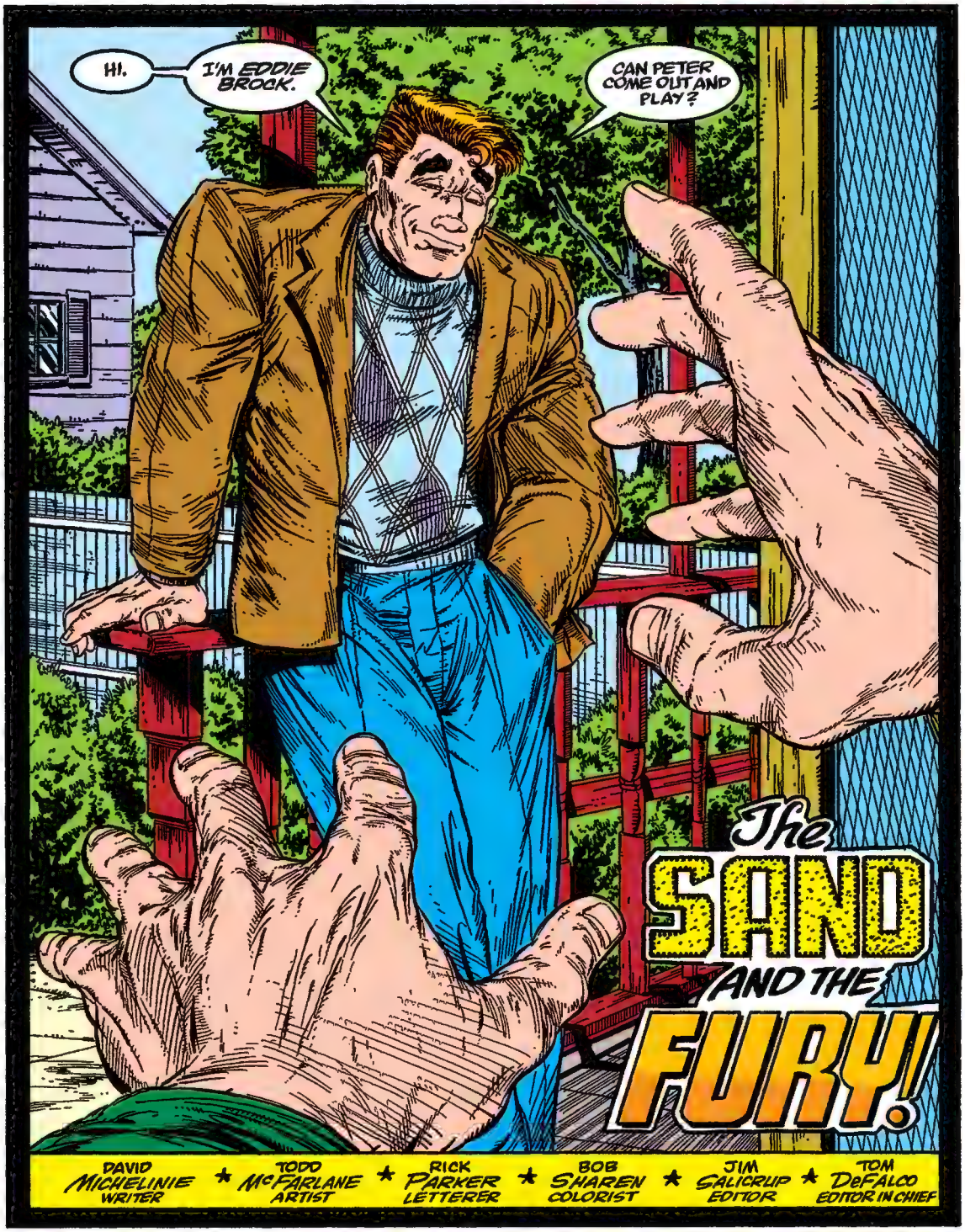
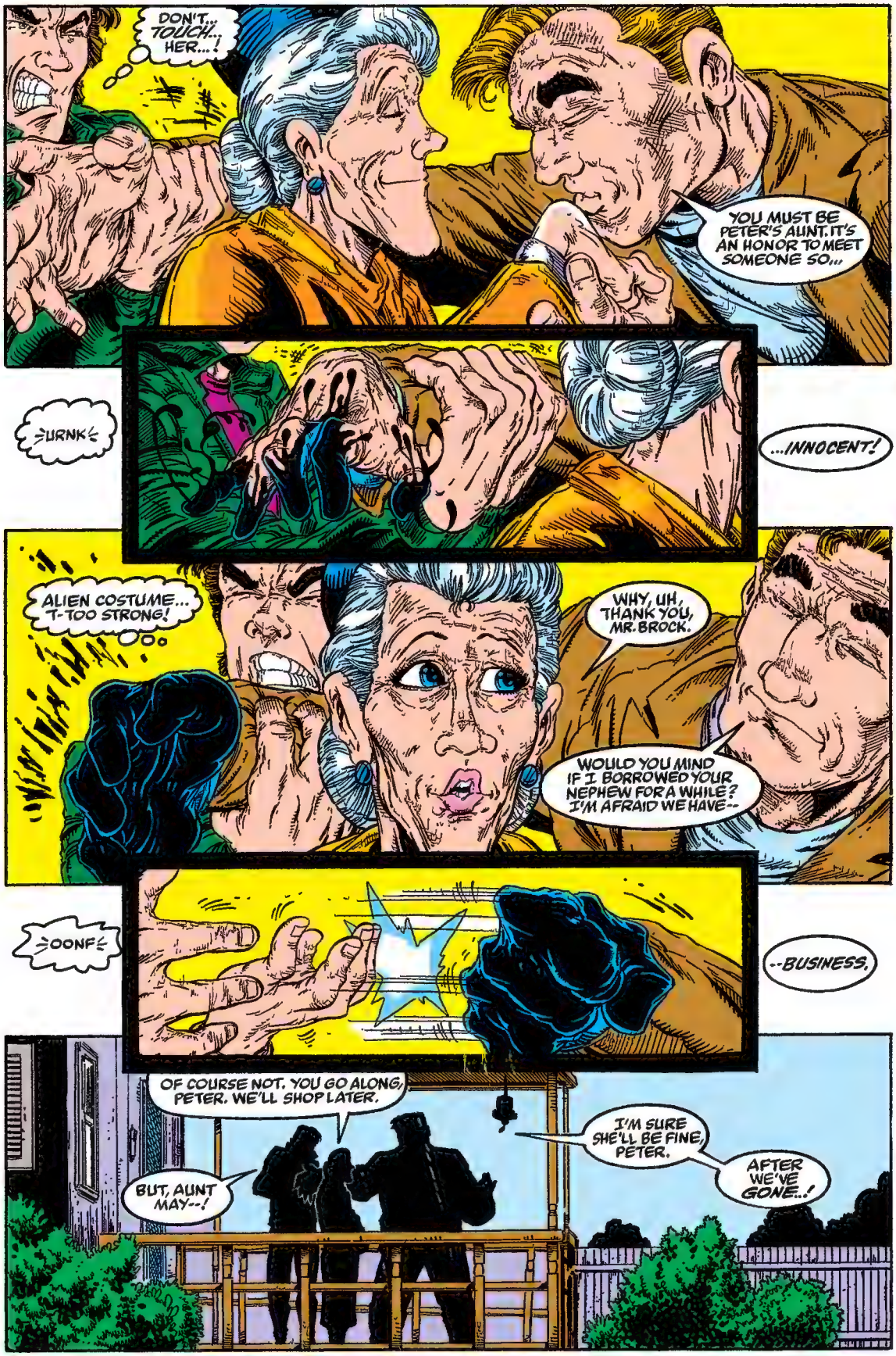
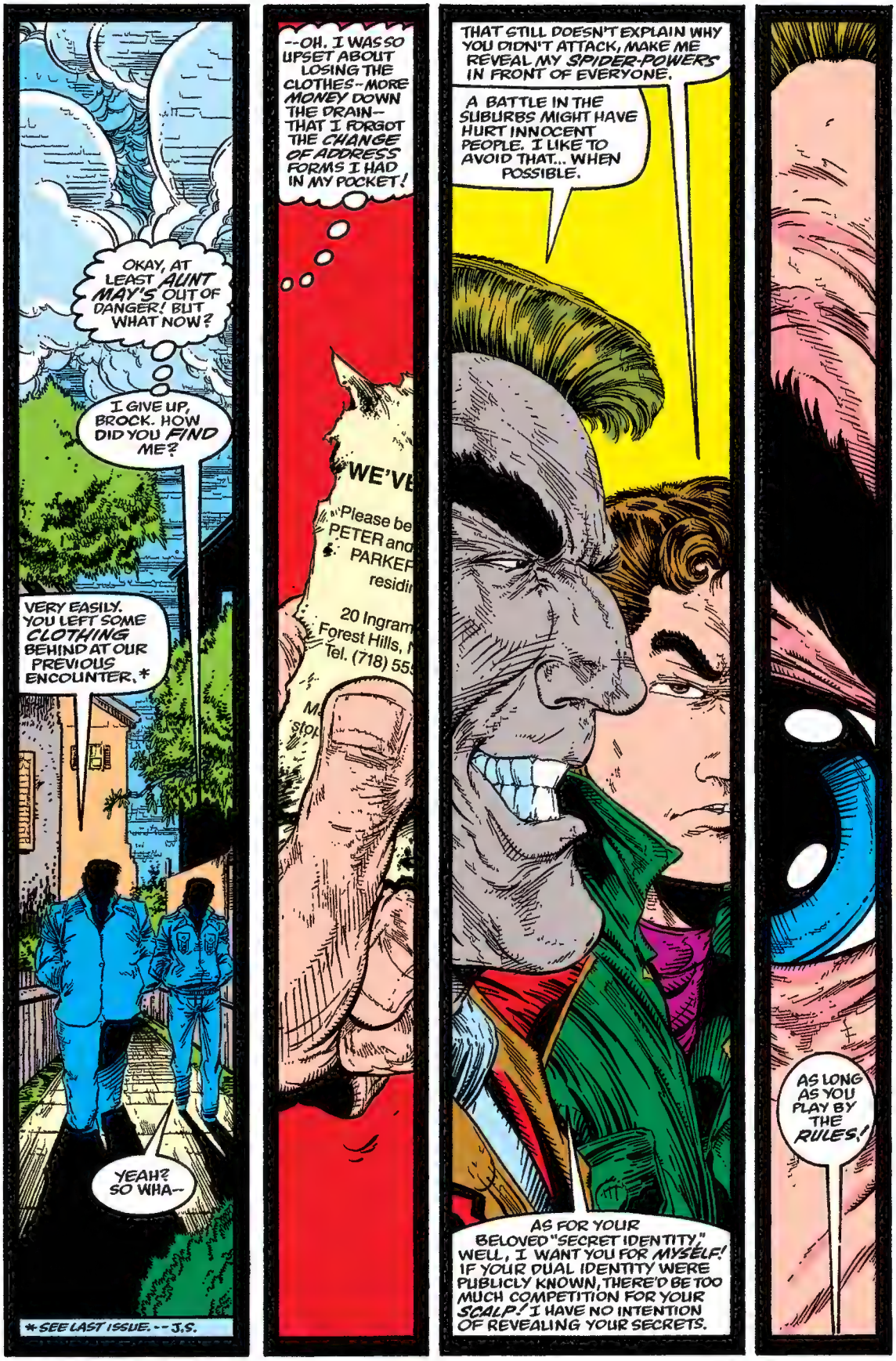
™
$1.00 US
$1.25 CAN
317
JUL
02457
APPROVED BY THE COMICS CODE AUTHORITY
HAS VENOM™ BECOME KINDER AND GENTLER?
McFARLANE
READ OUR LIPS, SPIDEY--
NO WAY!


AT THE FOREST HILLS BOARDING HOUSE OWNED AND RUN BY MAY PARKER--
-- HER YOUNG NEPHEW, PETER, HAS A PRACTICAL THOUGHT...
GOTTA ACT NORMAL!
OKAY, SO EDDIE BROCK ESCAPED FROM PRISON! SO THE LIVING COSTUME HE WEARS GIVES HIM INCREDIBLE POWER AS VENOM!
SO HE KNOWS I'M SPIDER-MAN AND HAS SWORN TO KILL ME!
HE STILL DOESN'T KNOW WHERE I LIVE, AND THAT SHOULD GIVE ME TIME TO FIGURE A WAY OUT OF THIS MESS!
TILL THEN I'VE GOT TO ACT LIKE NOTHING'S WRONG, SO I WON'T WORRY AUNT MAY! THAT'S WHY I AGREED TO GO SHOPPING WITH HER THIS MORNING.
I CAN THINK ABOUT BROCK ON THE WAY.
AFTER YOU, PRETTY LADY, CAN'T KEEP THOSE SALES CLERKS WAITING, YOU--
--NO!

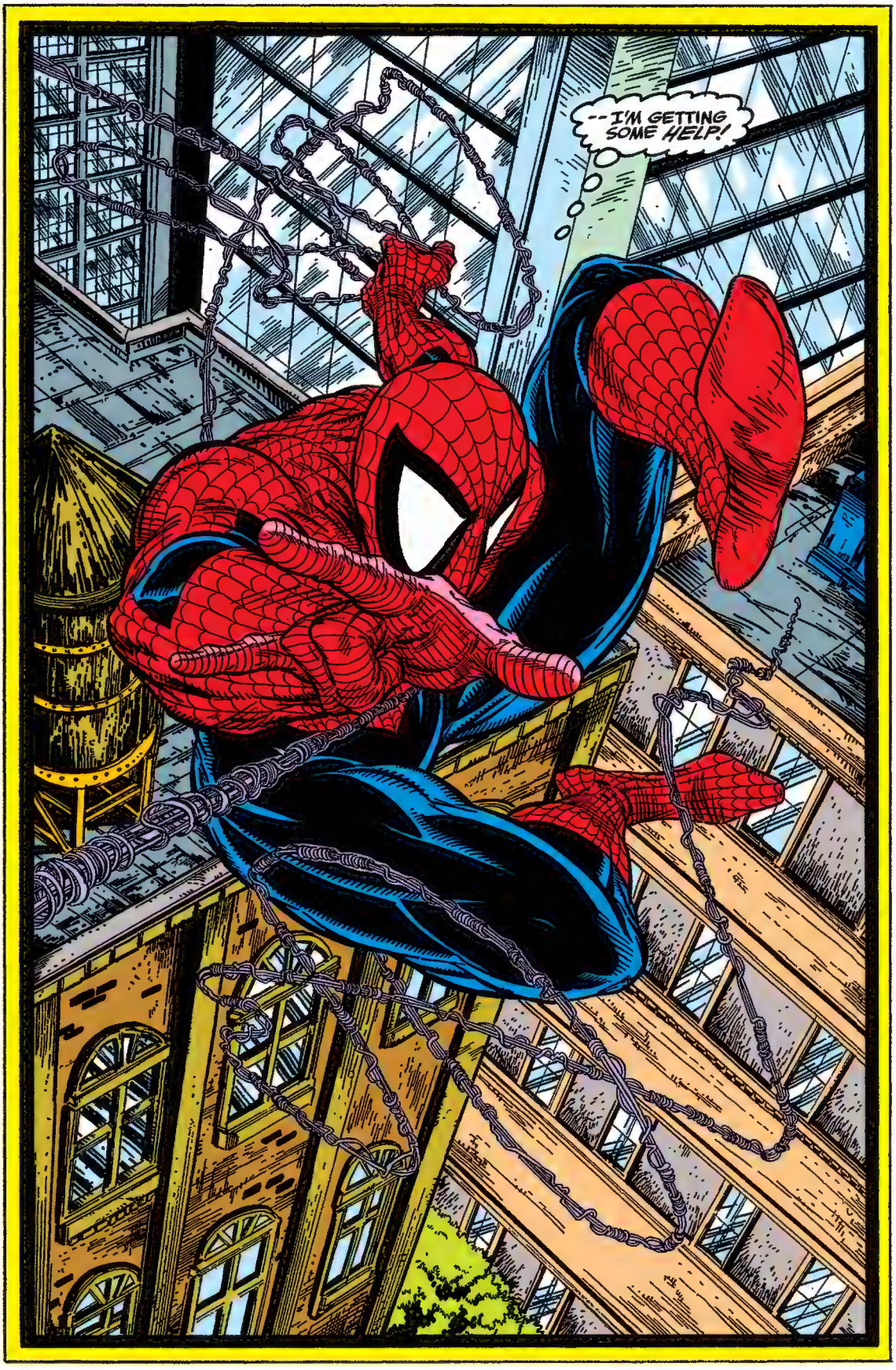
Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

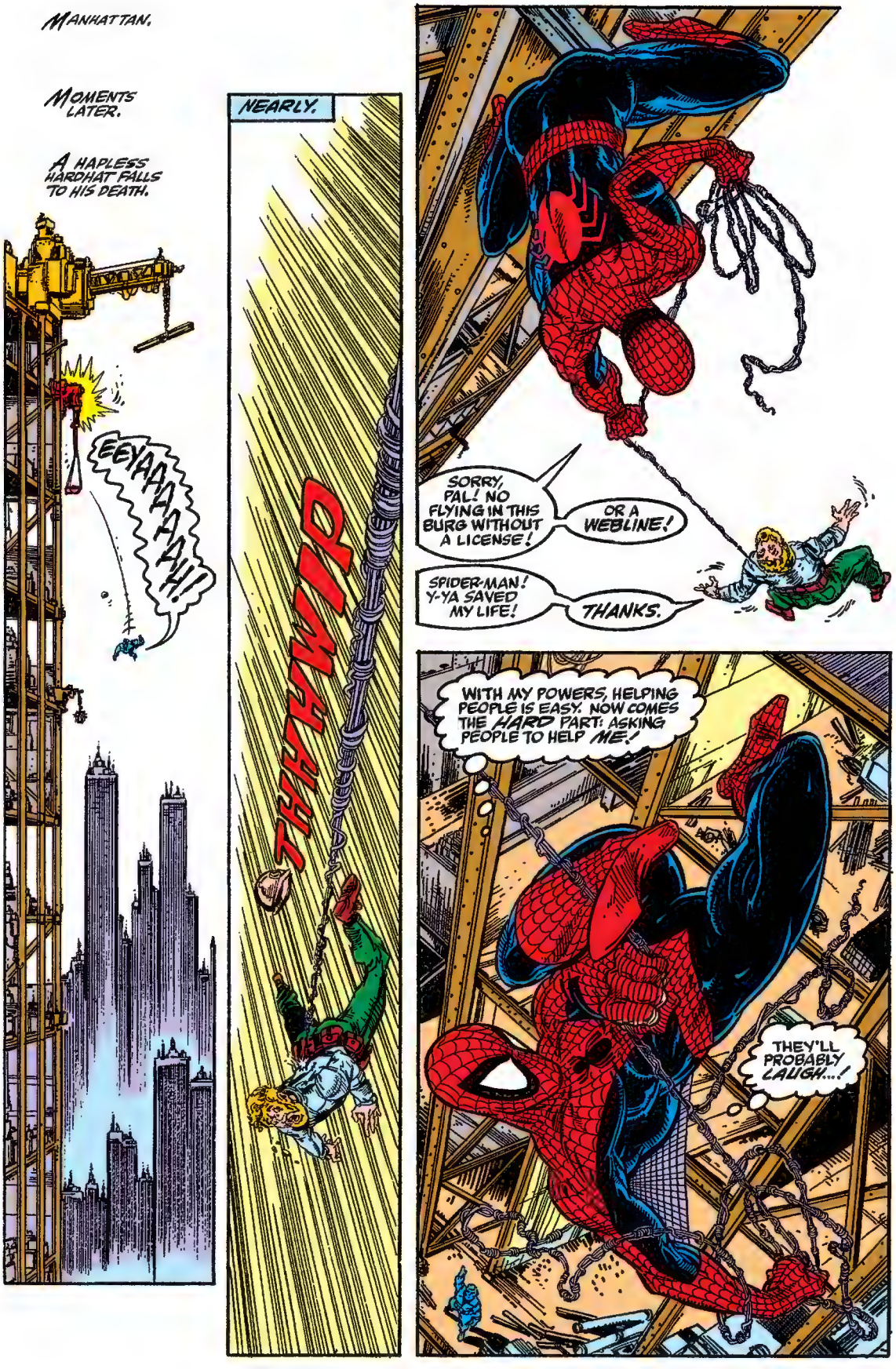


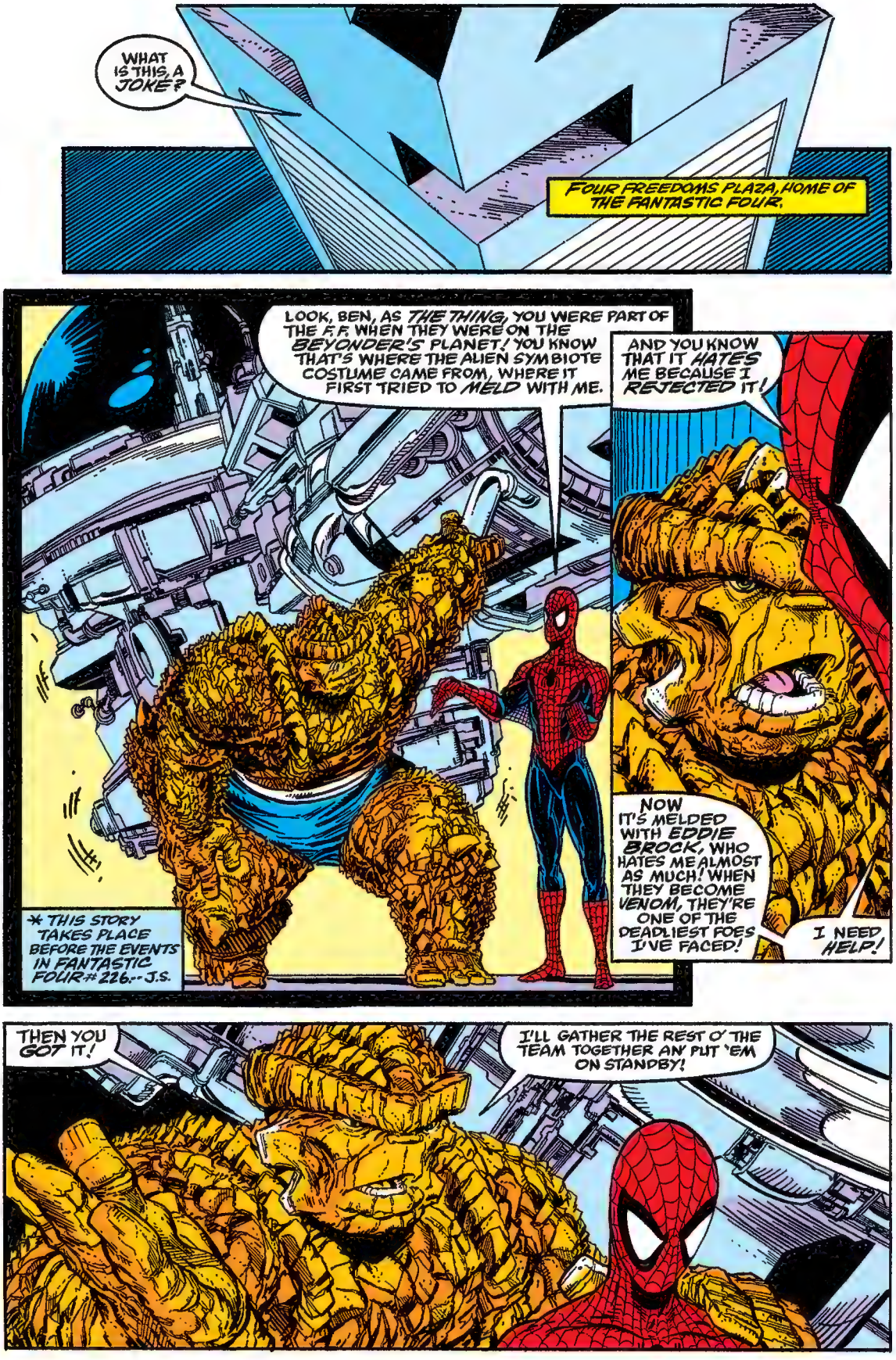

DON'T... TOUCH... HER...!
YOU MUST BE PETER'S AUNT. IT'S AN HONOR TO MEET SOMEONE SO...
=URNK=
...INNOCENT!
ALIEN COSTUME... T-TOO STRONG!
WHY, UH, THANK YOU, MR. BROCK.
WOULD YOU MIND IF I BORROWED YOUR NEPHEW FOR A WHILE? I'M AFRAID WE HAVE--
=OONF=
--BUSINESS.
OF COURSE NOT. YOU GO ALONG, PETER. WE'LL SHOP LATER.
I'M SURE SHE'LL BE FINE, PETER.
AFTER WE'VE GONE...!
BUT, AUNT MAY--!


OKAY, AT LEAST AUNT MAY'S OUT OF DANGER! BUT WHAT NOW?
I GIVE UP, BROCK. HOW DID YOU FIND ME?
VERY EASILY. YOU LEFT SOME CLOTHING BEHIND AT OUR PREVIOUS ENCOUNTER.*
YEAH? SO WHA--
*SEE LAST ISSUE. -- J.S.
--OH. I WAS SO UPSET ABOUT LOSING THE CLOTHES--MORE MONEY DOWN THE DRAIN--THAT I FORGOT THE CHANGE OF ADDRESS FORMS I HAD IN MY POCKET!
THAT STILL DOESN'T EXPLAIN WHY YOU DIDN'T ATTACK, MAKE ME REVEAL MY SPIDER-POWERS IN FRONT OF EVERYONE.
A BATTLE IN THE SUBURBS MIGHT HAVE HURT INNOCENT PEOPLE. I LIKE TO AVOID THAT... WHEN POSSIBLE.
AS FOR YOUR BELOVED "SECRET IDENTITY," WELL, I WANT YOU FOR MYSELF! IF YOUR DUAL IDENTITY WERE PUBLICLY KNOWN, THERE'D BE TOO MUCH COMPETITION FOR YOUR SCALP! I HAVE NO INTENTION OF REVEALING YOUR SECRETS.
AS LONG AS YOU PLAY BY THE RULES!

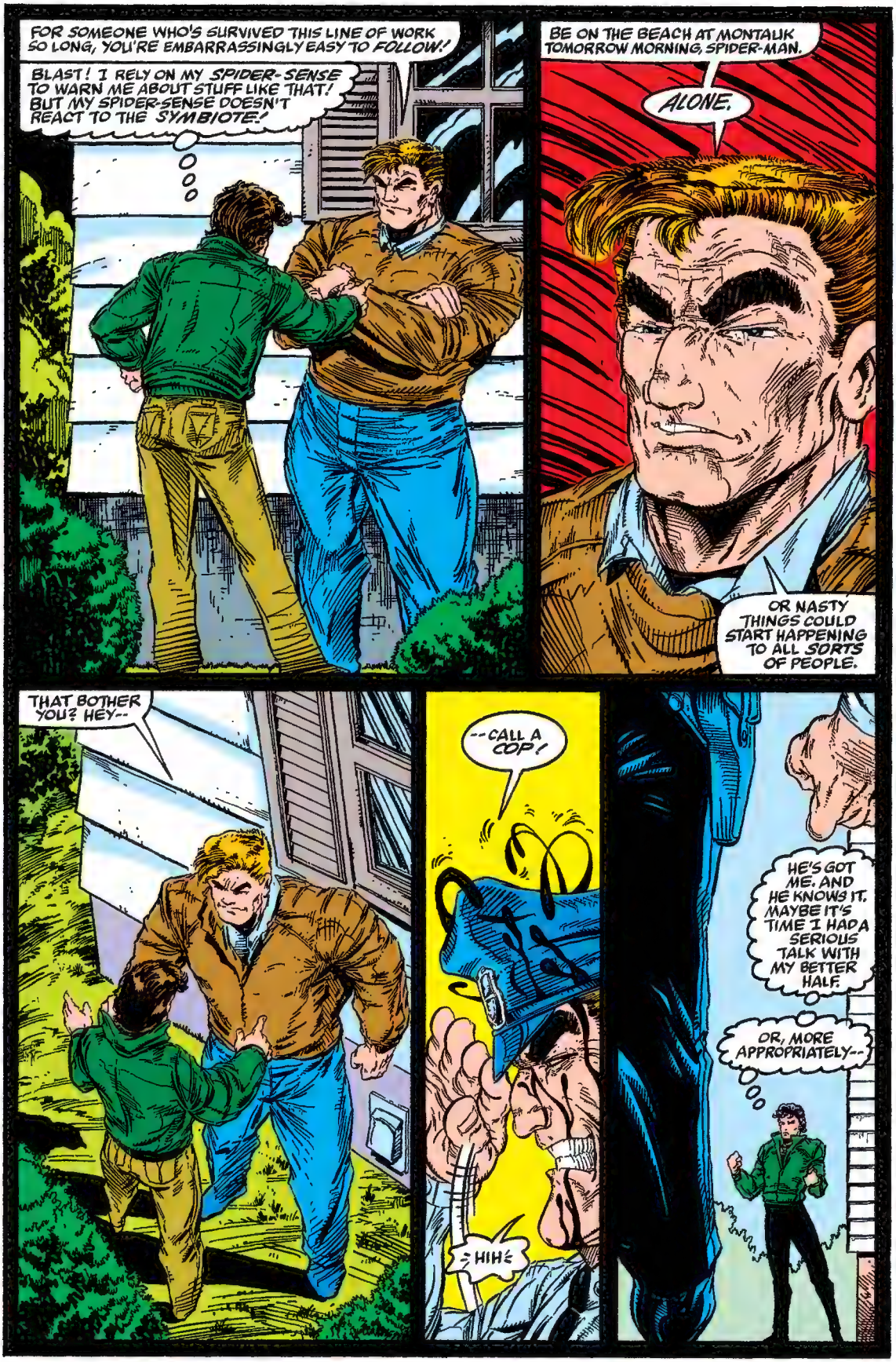
AND JUST WHAT DO YOU HAVE IN MIND?
IN THE YEARS I SPENT AS A REPORTER FOR THE DAILY GLOBE--BEFORE YOU DESTROYED MY CAREER BY PROVING ONE OF MY BEST STORIES TO BE UNTRUE--I LEARNED A LOT OF THINGS.
ONE WAS THAT THE GLOBE'S PUBLISHER HAS AN ESTATE ON LONG ISLAND: SEACREST, ON THE TIP OF MONTAUK.
I WANT YOU TO MEET ME THERE TOMORROW. AT SUNUP THE PLACE IS DESERTED IN WINTER SO...
...WE WON'T BE DISTURBED!
I'LL BE THERE.
YES. SO WILL WE.
"PLAY BY THE RULES"?! RIGHT! AND END UP LIKE THE BRITISH REGULARS DID AGAINST THE MINUTE MEN!
VENOM ALMOST KILLED ME IN OUR LAST BATTLE! AND THIS TIME OUT--

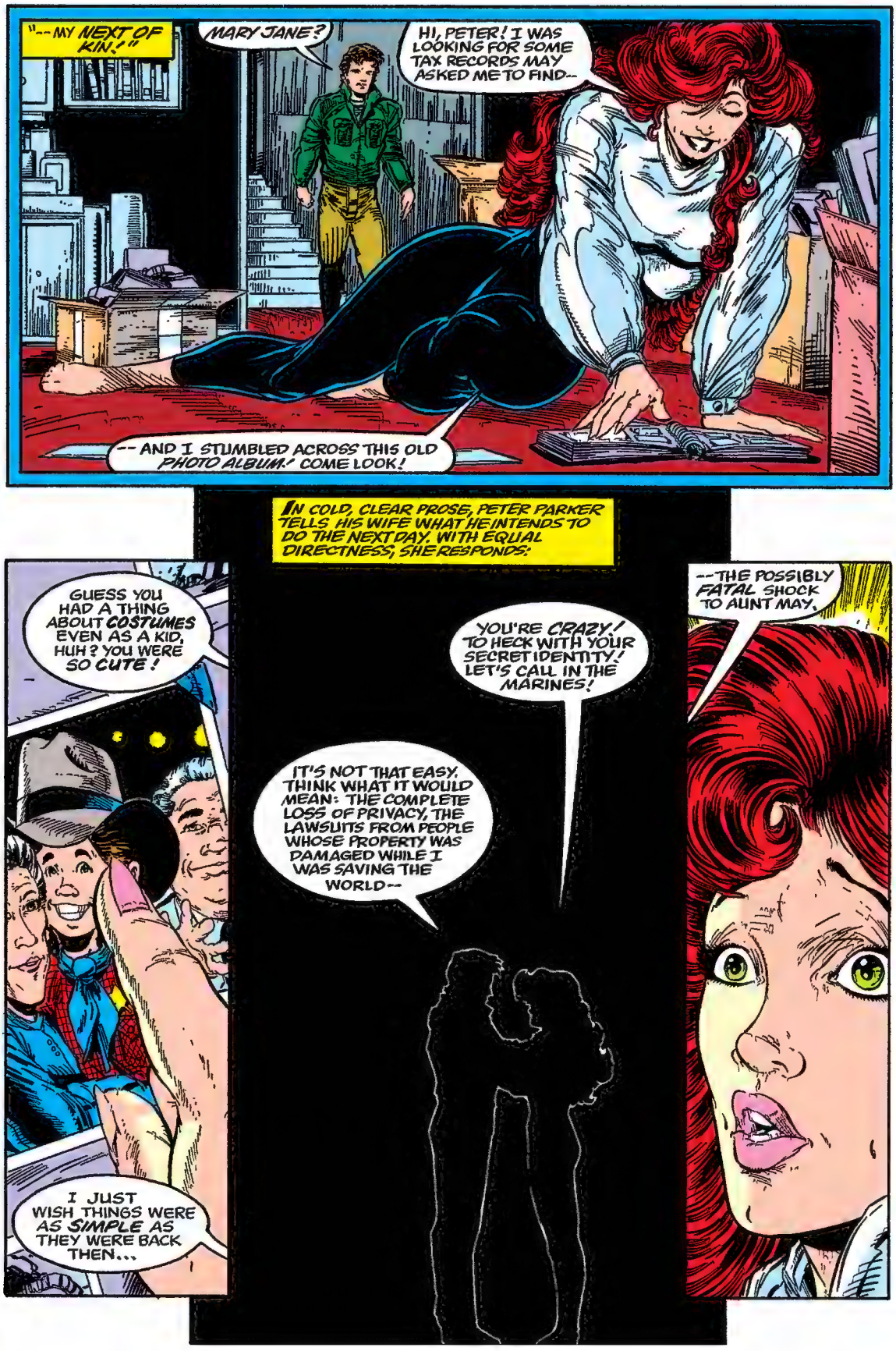

--I'M GETTING SOME HELP!


MANHATTAN.
MOMENTS LATER.
A HAPLESS HARDHAT FALLS TO HIS DEATH.
EEYAAAAAAH!
NEARLY.
THWIP
SORRY, PAL! NO FLYING IN THIS BURG WITHOUT A LICENSE!
OR A WEBLINE!
SPIDER-MAN! Y-YA SAVED MY LIFE!
THANKS.
WITH MY POWERS, HELPING PEOPLE IS EASY. NOW COMES THE HARD PART: ASKING PEOPLE TO HELP ME!
THEY'LL PROBABLY LAUGH...!

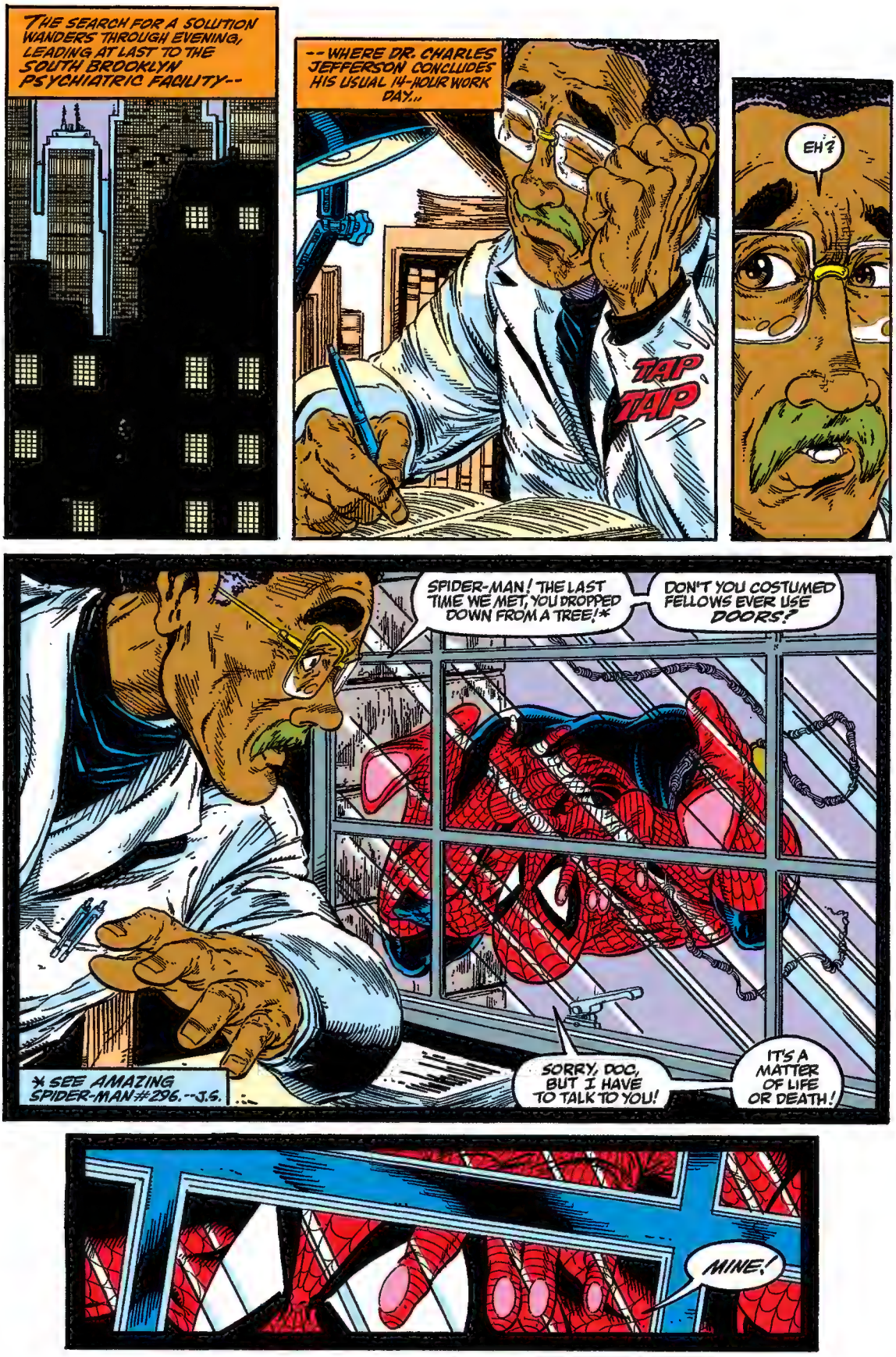

WHAT IS THIS, A JOKE?
FOUR FREEDOMS PLAZA, HOME OF THE FANTASTIC FOUR.
LOOK, BEN, AS THE THING, YOU WERE PART OF THE F.F. WHEN THEY WERE ON THE BEYONDER'S PLANET. YOU KNOW THAT'S WHERE THE ALIEN SYMBIOTE COSTUME CAME FROM, WHERE IT FIRST TRIED TO MELD WITH ME.
AND YOU KNOW THAT IT HATES ME BECAUSE I REJECTED IT!
NOW IT'S MELDED WITH EDDIE BROCK, WHO HATES ME ALMOST AS MUCH! WHEN THEY BECOME VENOM, THEY'RE ONE OF THE DEADLIEST FOES I'VE FACED!
I NEED HELP!
* THIS STORY TAKES PLACE BEFORE THE EVENTS IN FANTASTIC FOUR #226.-- J.S.
THEN YOU GOT IT!
I'LL GATHER THE REST O' THE TEAM TOGETHER AN' PUT 'EM ON STANDBY!

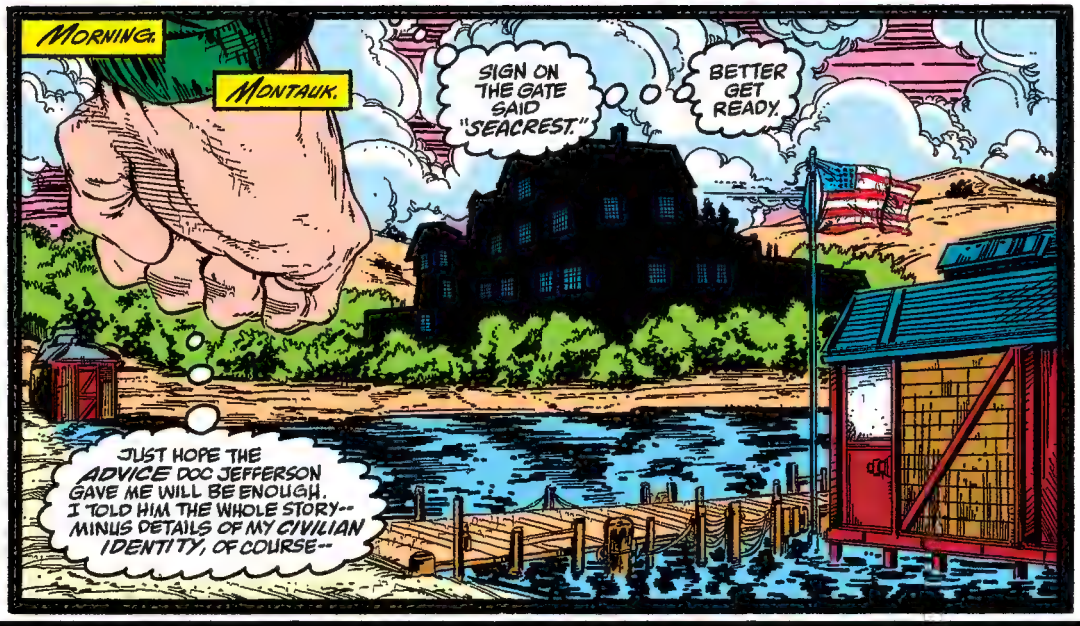
THE MINUTE YOU NEED US, WEB-SLINGER, JUST--
"--HOLLER!"
YOU!
AUNT MAY'S BOARDING HOUSE.
LATER THAT AFTERNOON.
YOUR FRIEND EDDIE DROPPED BY FOR A VISIT, PETER.
HE'S SUCH A HELPFUL YOUNG MAN!
YEAH, A REGULAR BOY SCOUT!
C'MON, "FRIEND," YOU AN' ME GOTTA TALK!
WHERE DO YOU GET OFF HASSLING MY FAMILY? I THOUGHT THIS WAS BETWEEN US!
THAT'S RIGHT. YOU AND ME.
NOT THE FANTASTIC FOUR!
WHAT?! H-HOW DID YOU--?

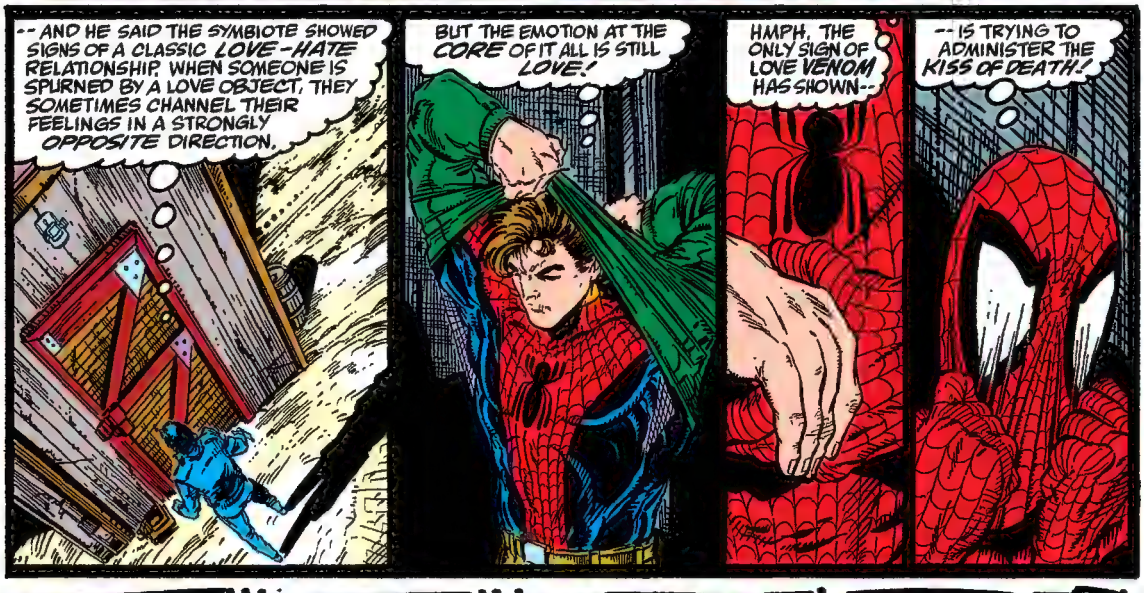

FOR SOMEONE WHO'S SURVIVED THIS LINE OF WORK SO LONG, YOU'RE EMBARRASSINGLY EASY TO FOLLOW!
BLAST! I RELY ON MY SPIDER-SENSE TO WARN ME ABOUT STUFF LIKE THAT! BUT MY SPIDER-SENSE DOESN'T REACT TO THE SYMBIOTE!
BE ON THE BEACH AT MONTAUK TOMORROW MORNING, SPIDER-MAN.
ALONE.
OR NASTY THINGS COULD START HAPPENING TO ALL SORTS OF PEOPLE.
THAT BOTHER YOU? HEY--
--CALL A COP!
:HIH:
HE'S GOT ME. AND HE KNOWS IT. MAYBE IT'S TIME I HAD A SERIOUS TALK WITH MY BETTER HALF.
OR, MORE APPROPRIATELY--

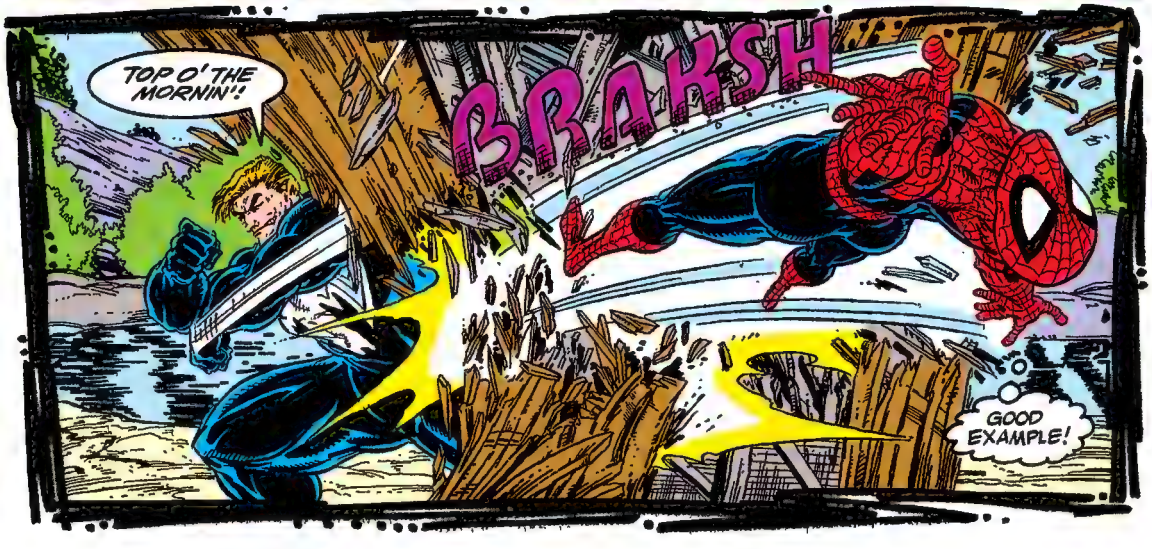

"--MY NEXT OF KIN!"
MARY JANE?
HI, PETER! I WAS LOOKING FOR SOME TAX RECORDS MAY ASKED ME TO FIND--
-- AND I STUMBLED ACROSS THIS OLD PHOTO ALBUM! COME LOOK!
IN COLD, CLEAR PROSE, PETER PARKER TELLS HIS WIFE WHAT HE INTENDS TO DO THE NEXT DAY. WITH EQUAL DIRECTNESS, SHE RESPONDS:
GUESS YOU HAD A THING ABOUT COSTUMES EVEN AS A KID, HUH? YOU WERE SO CUTE!
I JUST WISH THINGS WERE AS SIMPLE AS THEY WERE BACK THEN...
YOU'RE CRAZY! TO HECK WITH YOUR SECRET IDENTITY! LET'S CALL IN THE MARINES!
IT'S NOT THAT EASY. THINK WHAT IT WOULD MEAN: THE COMPLETE LOSS OF PRIVACY, THE LAWSUITS FROM PEOPLE WHOSE PROPERTY WAS DAMAGED WHILE I WAS SAVING THE WORLD--
--THE POSSIBLY FATAL SHOCK TO AUNT MAY.

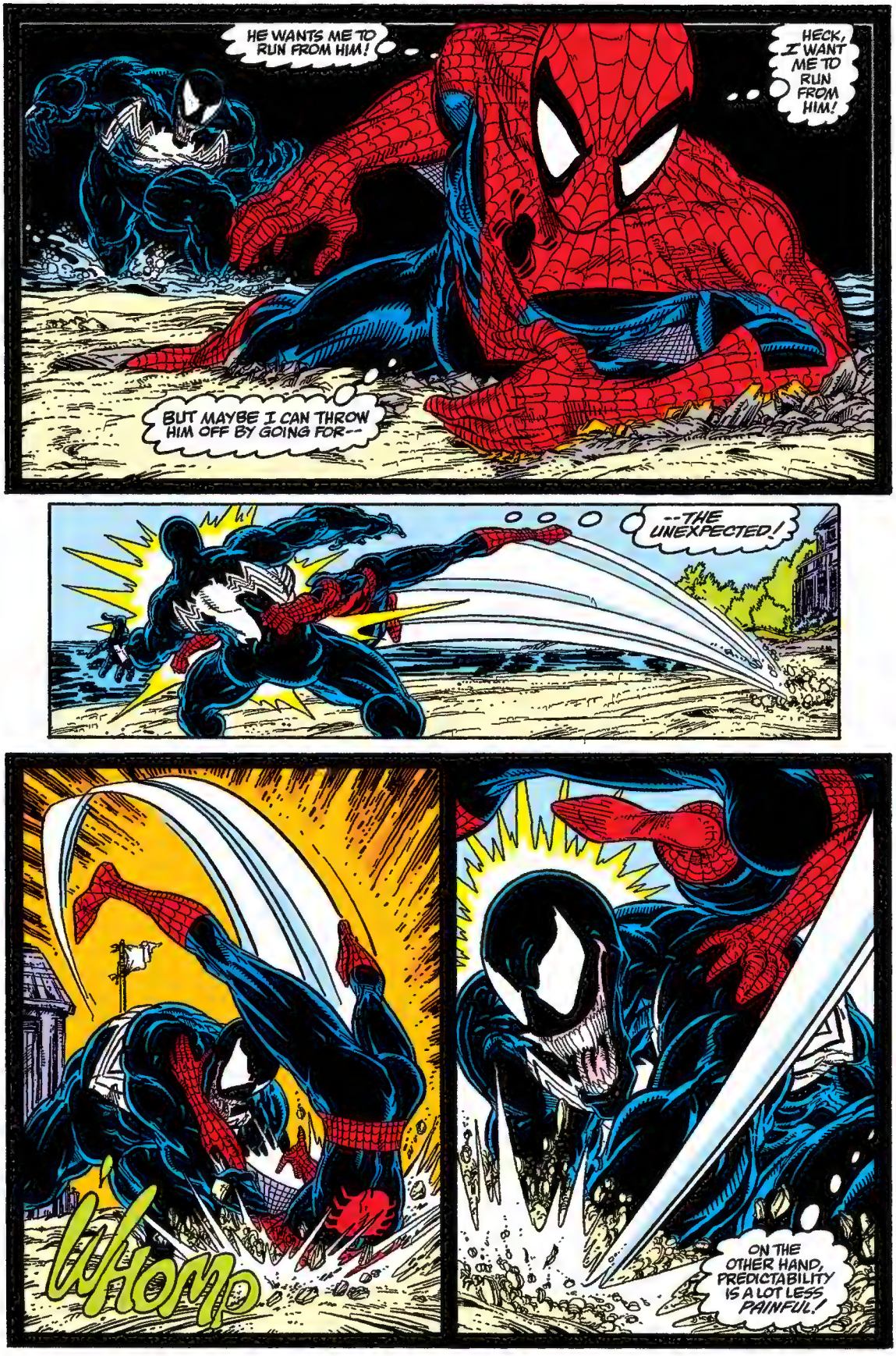
BESIDES, SOMETIMES THE ONE THING THAT MAKES BEING SPIDER-MAN BEARABLE IS BEING ABLE TO ESCAPE BACK TO MY RELATIVELY NORMAL LIFE AS PETER PARKER. THAT'S PRECIOUS TO ME. ALMOST AS PRECIOUS AS YOU ARE.
AND YOU'D BECOME A TARGET FOR EVERY VENGEFUL LUNATIC I EVER FOUGHT!
I... I GUESS YOU'RE RIGHT. BUT I'M SO FRIGHTENED FOR YOU! PLEASE, DARLING, GET SOME KIND OF HELP? FOR ME?
ALL RIGHT, MJ. FOR YOU.
THAT'S GOING TO BE A TOUGH PROMISE TO KEEP. HOW CAN I GET HELP IN A WAY THAT VENOM WON'T KNOW I'M GETTING IT?!

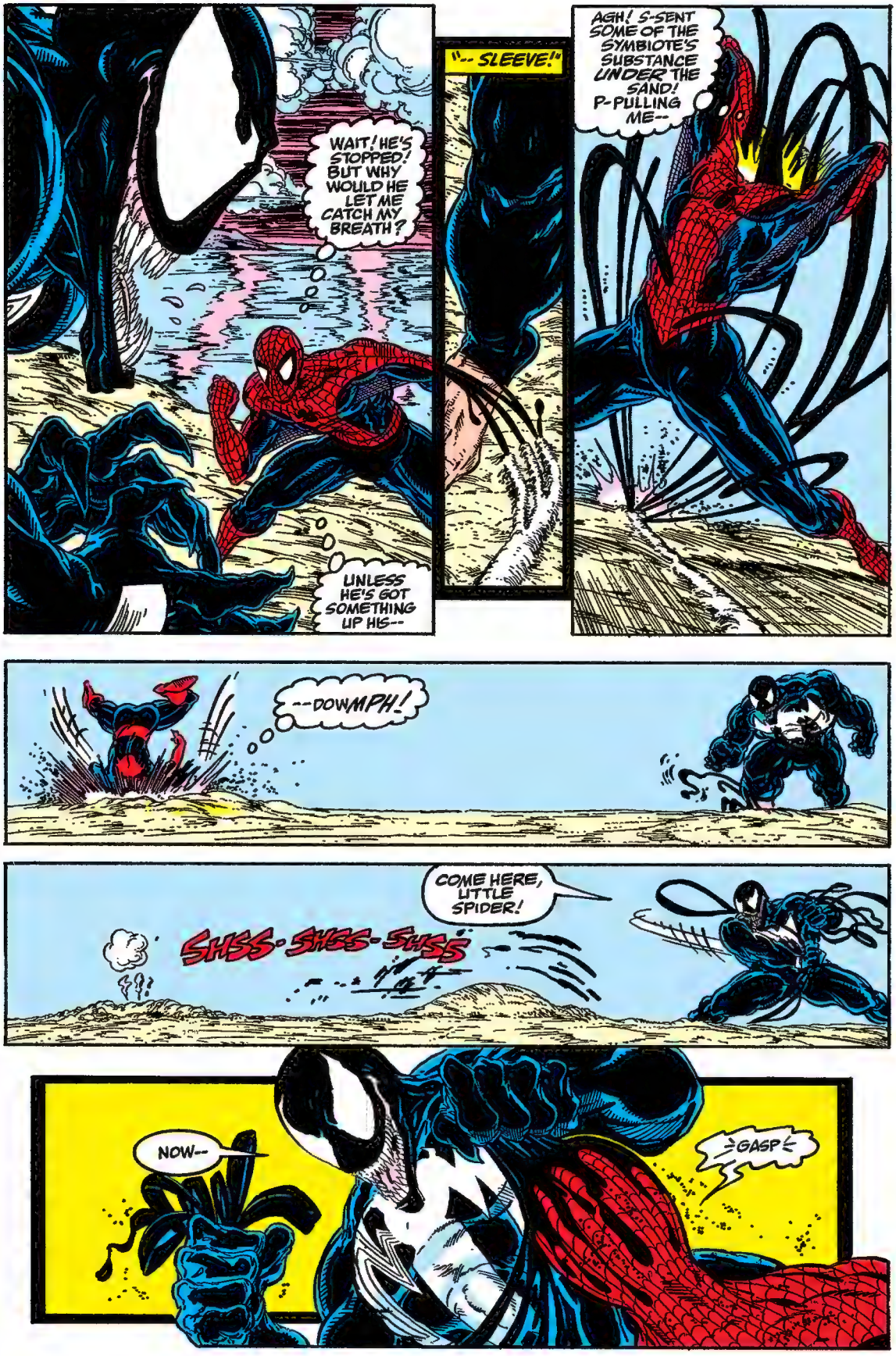

THE SEARCH FOR A SOLUTION WANDERS THROUGH EVENING, LEADING AT LAST TO THE SOUTH BROOKLYN PSYCHIATRIC FACILITY--
--WHERE DR. CHARLES JEFFERSON CONCLUDES HIS USUAL 14-HOUR WORK DAY...
TAP TAP
EH?
SPIDER-MAN! THE LAST TIME WE MET, YOU DROPPED DOWN FROM A TREE!*
DON'T YOU COSTUMED FELLOWS EVER USE DOORS?
* SEE AMAZING SPIDER-MAN #296.--J.S.
SORRY, DOC, BUT I HAVE TO TALK TO YOU!
IT'S A MATTER OF LIFE OR DEATH!
MINE!

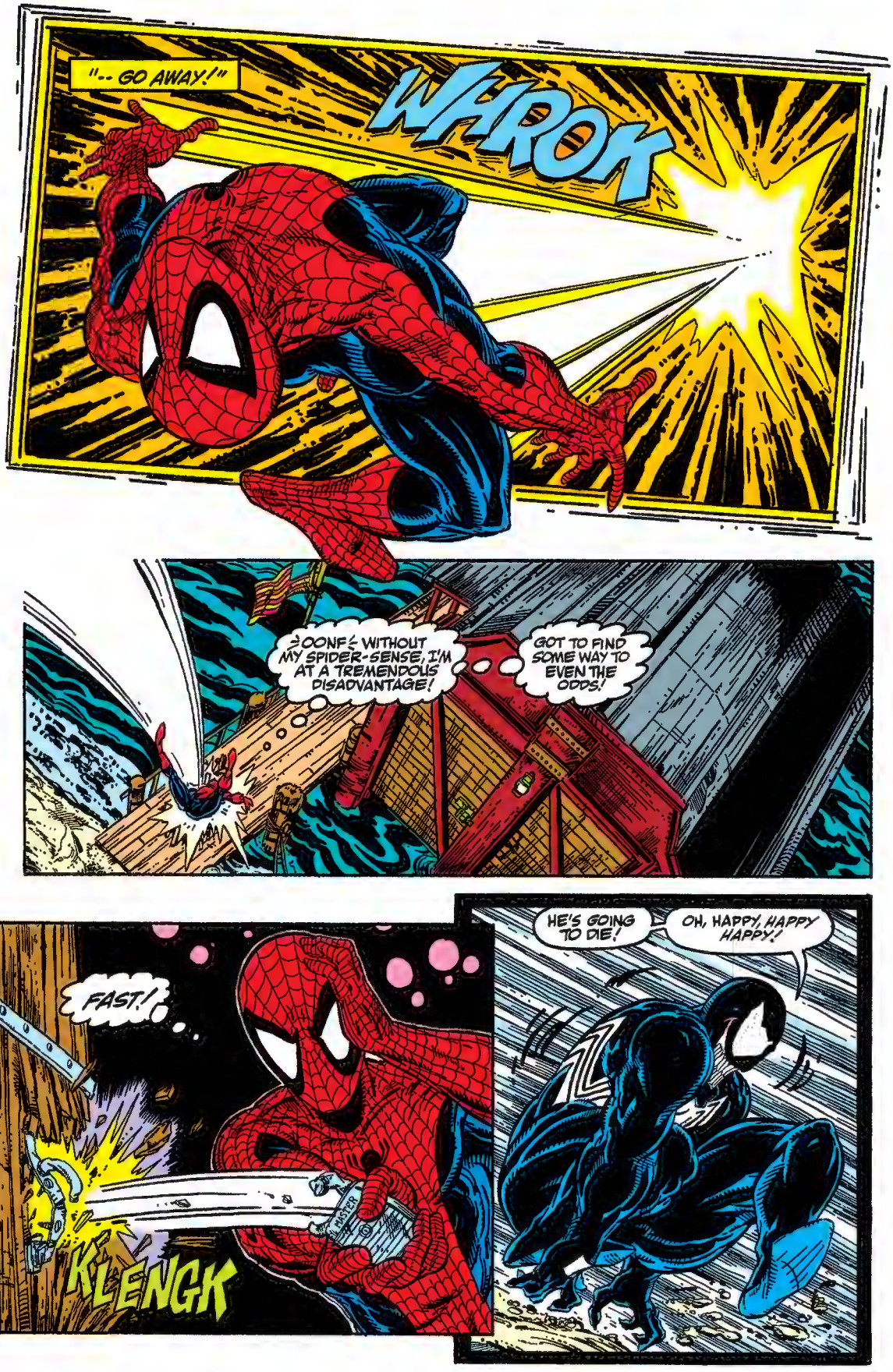

MORNING.
MONTAUK.
SIGN ON THE GATE SAID "SEACREST."
BETTER GET READY.
JUST HOPE THE ADVICE DOC JEFFERSON GAVE ME WILL BE ENOUGH. I TOLD HIM THE WHOLE STORY-- MINUS DETAILS OF MY CIVILIAN IDENTITY, OF COURSE--

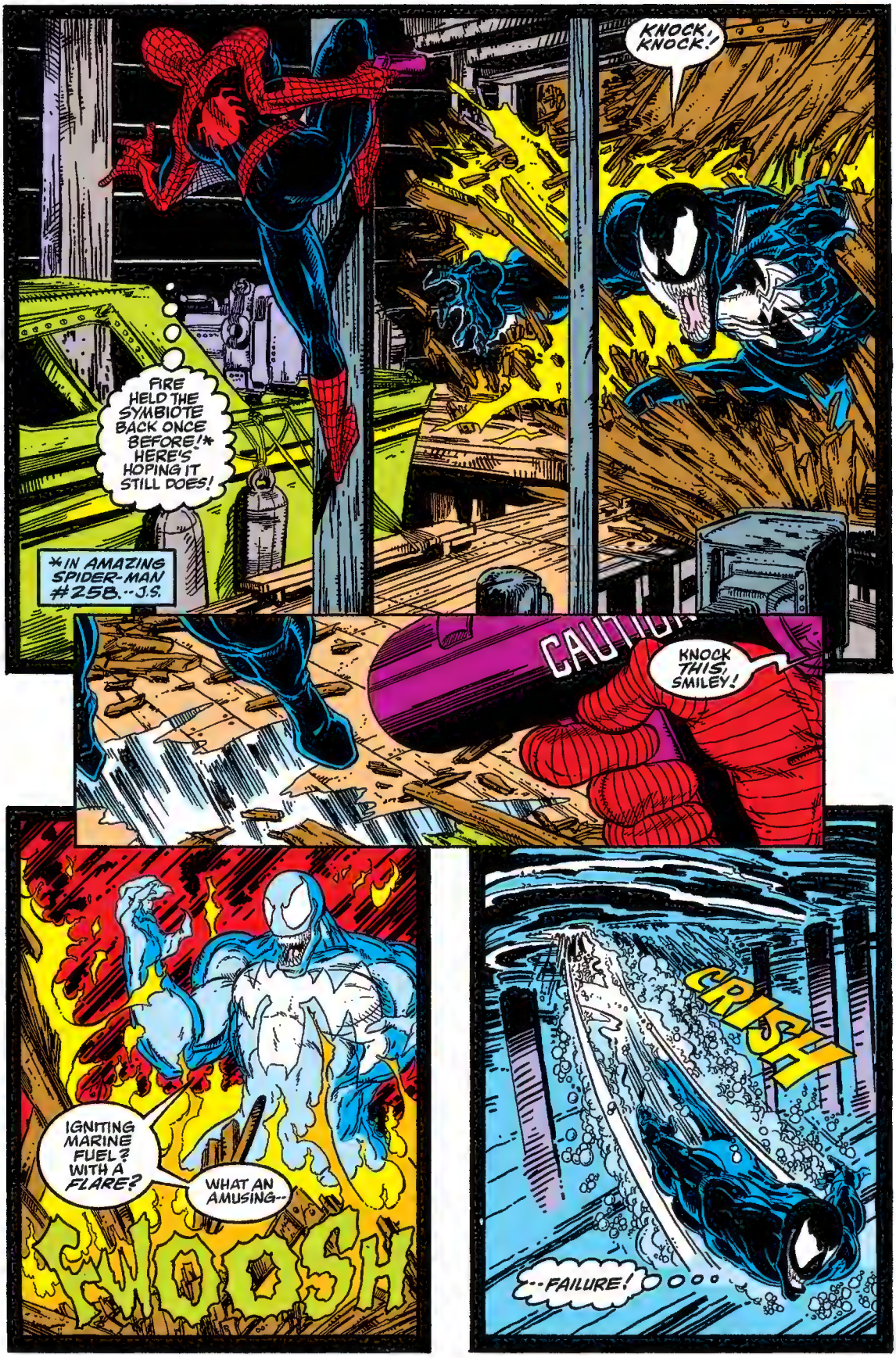

-- AND HE SAID THE SYMBIOTE SHOWED SIGNS OF A CLASSIC LOVE-HATE RELATIONSHIP. WHEN SOMEONE IS SPURNED BY A LOVE OBJECT, THEY SOMETIMES CHANNEL THEIR FEELINGS IN A STRONGLY OPPOSITE DIRECTION.
BUT THE EMOTION AT THE CORE OF IT ALL IS STILL LOVE!
HMPH. THE ONLY SIGN OF LOVE VENOM HAS SHOWN--
-- IS TRYING TO ADMINISTER THE KISS OF DEATH!

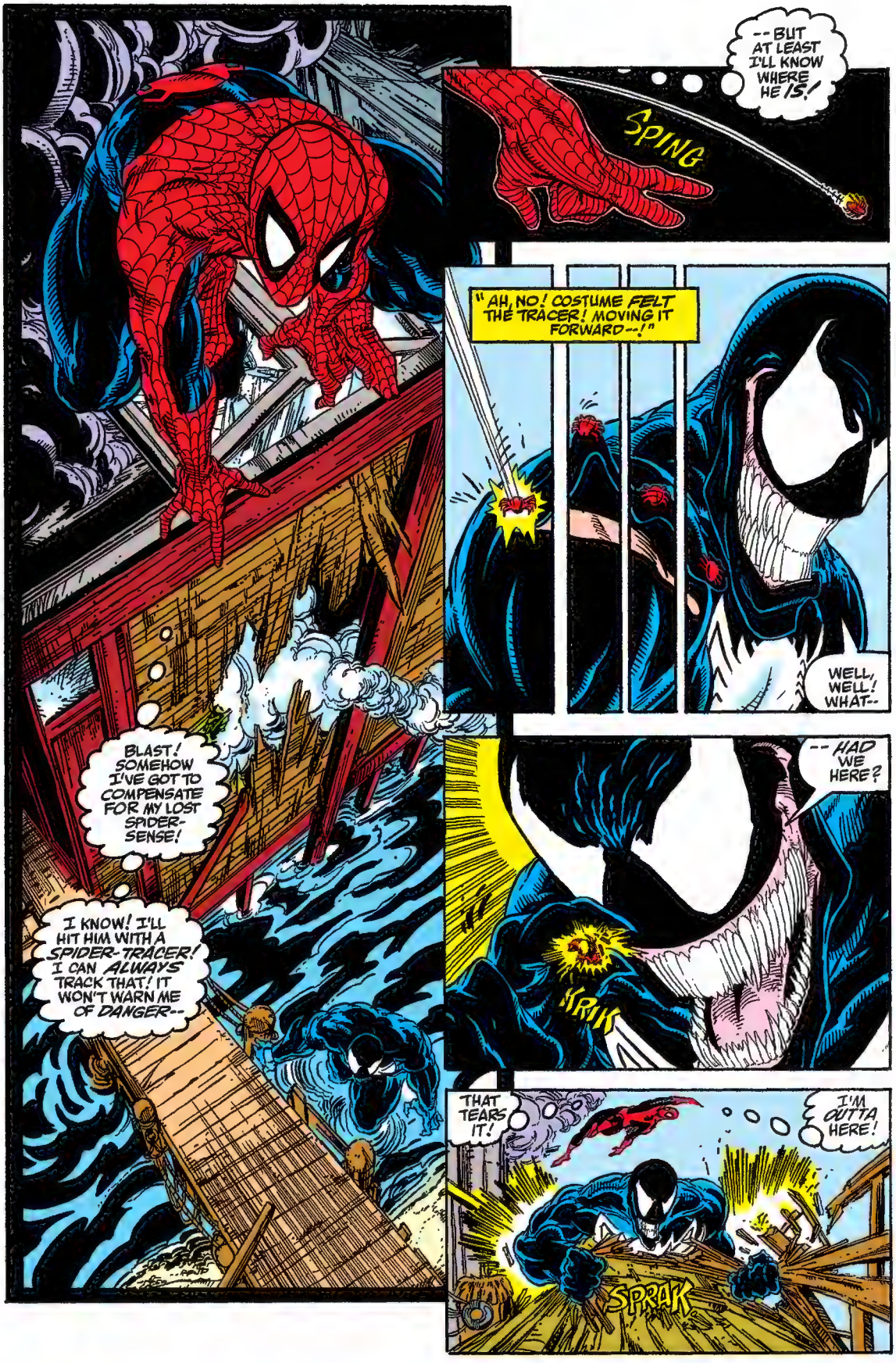

TOP O' THE MORNIN'!
BRAKSH
GOOD EXAMPLE!

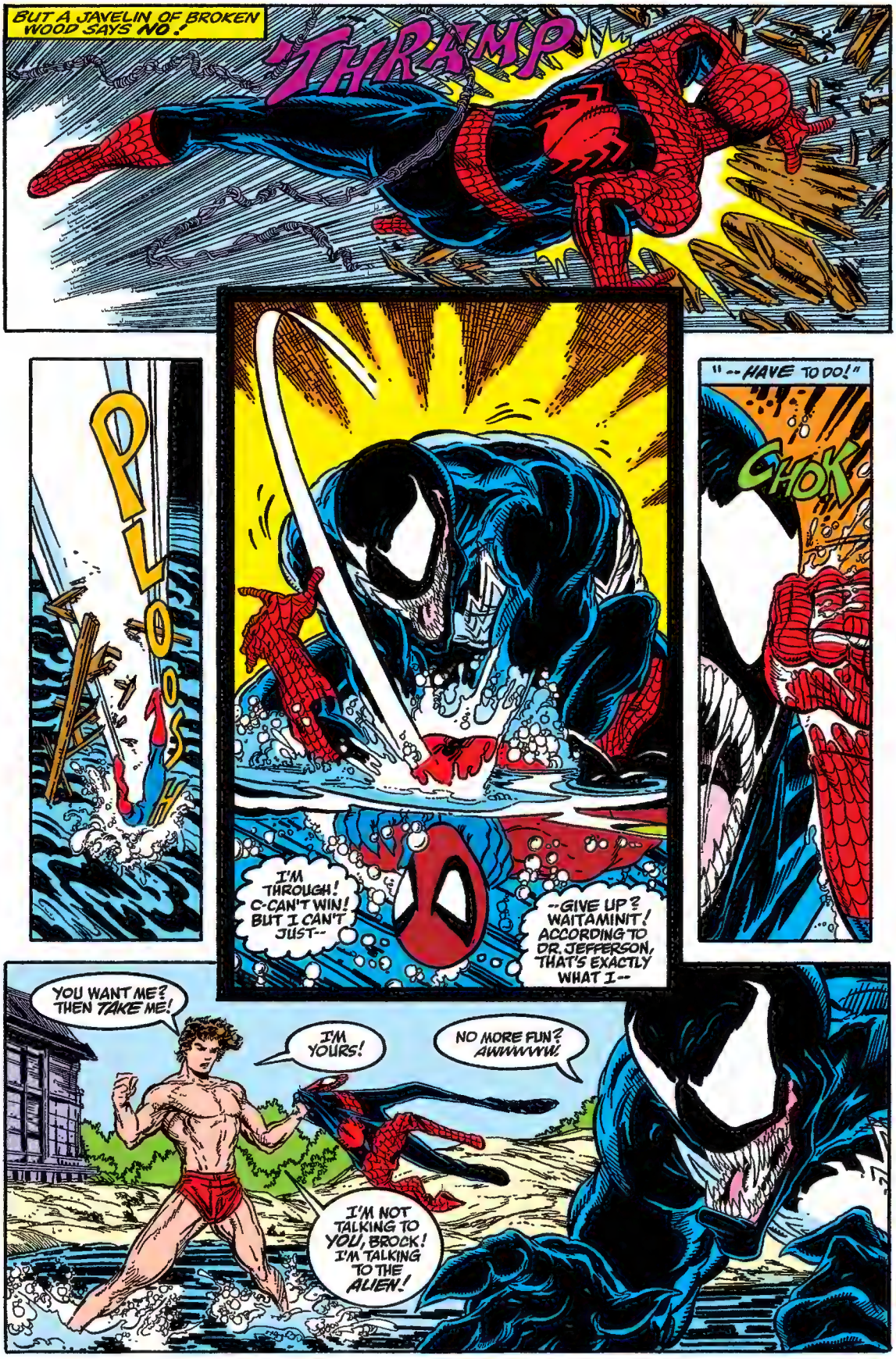

HE WANTS ME TO RUN FROM HIM!
HECK, I WANT ME TO RUN FROM HIM!
BUT MAYBE I CAN THROW HIM OFF BY GOING FOR--
--THE UNEXPECTED!
WHOMP
ON THE OTHER HAND, PREDICTABILITY IS A LOT LESS PAINFUL!

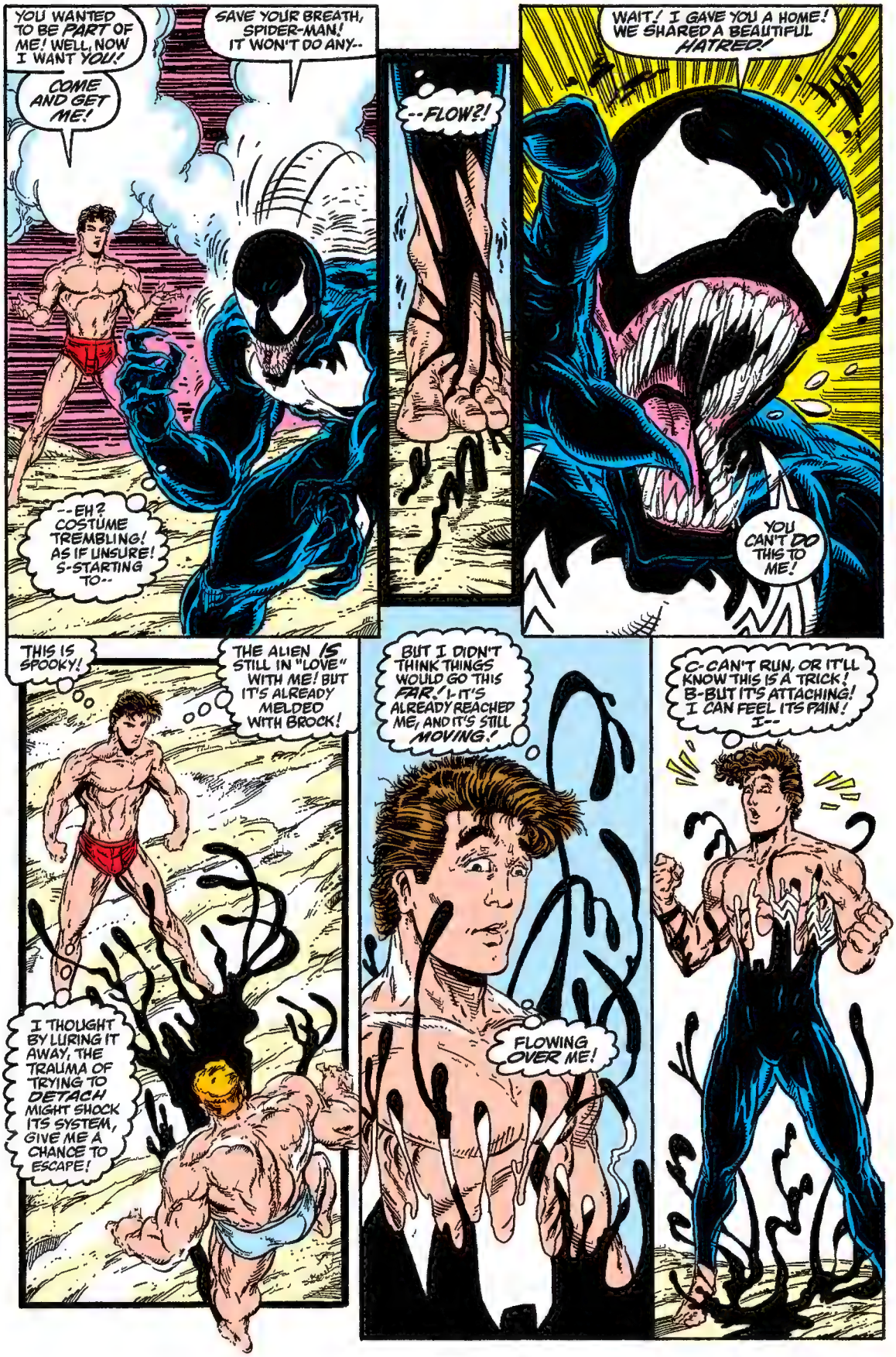

WAIT! HE'S STOPPED! BUT WHY WOULD HE LET ME CATCH MY BREATH?
UNLESS HE'S GOT SOMETHING UP HIS--
"-- SLEEVE!"
AGH! S-SENT SOME OF THE SYMBIOTE'S SUBSTANCE UNDER THE SAND! P-PULLING ME--
--DOWMPH!
COME HERE, LITTLE SPIDER!
SHSS-SHSS-SHSS
NOW--
=GASP=

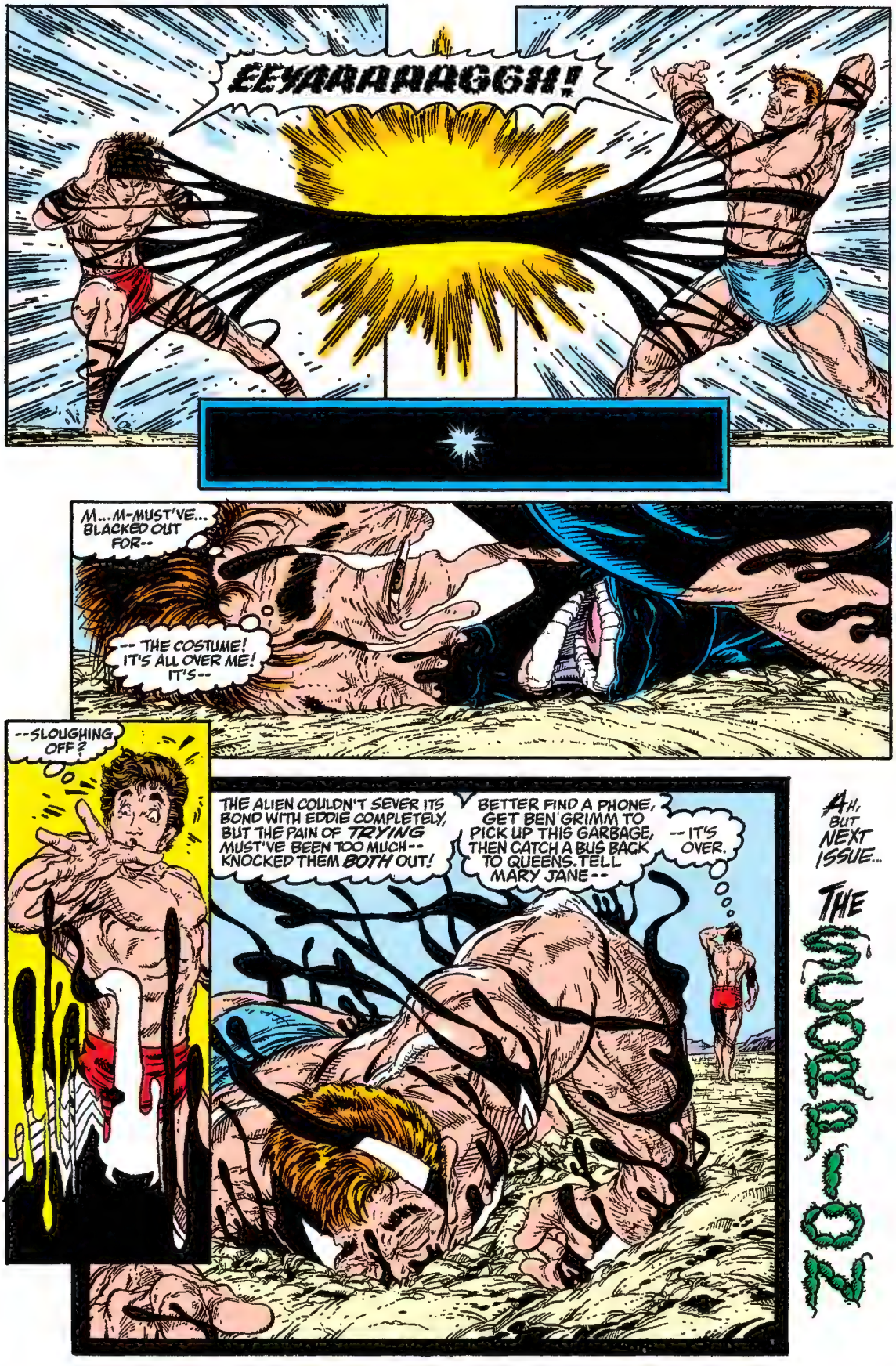

"... GO AWAY!"
WHROK
OONF! WITHOUT MY SPIDER-SENSE, I'M AT A TREMENDOUS DISADVANTAGE!
GOT TO FIND SOME WAY TO EVEN THE ODDS!
FAST!
KLENGK
HE'S GOING TO DIE!
OH, HAPPY, HAPPY HAPPY!


KNOCK! KNOCK!
FIRE HELD THE SYMBIOTE BACK ONCE BEFORE!* HERE'S HOPING IT STILL DOES!
*IN AMAZING SPIDER-MAN #258.--J.S.
KNOCK THIS, SMILEY!
IGNITING MARINE FUEL? WITH A FLARE?
WHAT AN AMUSING--
WOOOSH
CRASH
--FAILURE!


I KNOW! I'LL HIT HIM WITH A SPIDER-TRACER! I CAN ALWAYS TRACK THAT! IT WON'T WARN ME OF DANGER--
BLAST! SOMEHOW I'VE GOT TO COMPENSATE FOR MY LOST SPIDER-SENSE!
SPING
--BUT AT LEAST I'LL KNOW WHERE HE IS!
"AH, NO! COSTUME FELT THE TRACER! MOVING IT FORWARD--!"
WELL, WELL! WHAT--
SKRIK
--HAD WE HERE?
THAT TEARS IT!
SPRAK
I'M OUTTA HERE!


BUT A JAVELIN OF BROKEN WOOD SAYS NO!
THRAMP
PLOOSH
I'M THROUGH! C-CAN'T WIN! BUT I CAN'T JUST--
--GIVE UP? WAITAMINIT! ACCORDING TO DR. JEFFERSON, THAT'S EXACTLY WHAT I--
"--HAVE TO DO!"
CHOK
YOU WANT ME? THEN TAKE ME!
I'M YOURS!
NO MORE FUN? AWWWWW!
I'M NOT TALKING TO YOU, BROCK! I'M TALKING TO THE ALIEN!


YOU WANTED TO BE PART OF ME! WELL, NOW I WANT YOU!
COME AND GET ME!
SAVE YOUR BREATH, SPIDER-MAN! IT WON'T DO ANY--
--EH? COSTUME TREMBLING! AS IF UNSURE! S-STARTING TO--
--FLOW?!
WAIT! I GAVE YOU A HOME! WE SHARED A BEAUTIFUL HATRED!
YOU CAN'T DO THIS TO ME!
THIS IS SPOOKY!
THE ALIEN IS STILL IN "LOVE" WITH ME! BUT IT'S ALREADY MELDED WITH BROCK!
I THOUGHT BY LURING IT AWAY, THE TRAUMA OF TRYING TO DETACH MIGHT SHOCK ITS SYSTEM, GIVE ME A CHANCE TO ESCAPE!
BUT I DIDN'T THINK THINGS WOULD GO THIS FAR! IT'S ALREADY REACHED ME, AND IT'S STILL MOVING!
FLOWING OVER ME!
C-CAN'T RUN, OR IT'LL KNOW THIS IS A TRICK! B-BUT IT'S ATTACHING! I CAN FEEL ITS PAIN! I--


EEYAAARRAGGH!
M...M-MUST'VE... BLACKED OUT FOR--
-- THE COSTUME! IT'S ALL OVER ME! IT'S--
--SLOUGHING OFF?
THE ALIEN COULDN'T SEVER ITS BOND WITH EDDIE COMPLETELY, BUT THE PAIN OF TRYING MUST'VE BEEN TOO MUCH-- KNOCKED THEM BOTH OUT!
BETTER FIND A PHONE, GET BEN GRIMM TO PICK UP THIS GARBAGE, THEN CATCH A BUS BACK TO QUEENS. TELL MARY JANE--
--IT'S OVER.
AH, BUT NEXT ISSUE...
THE SLOUCH OF

MARVEL COMICS
AVENGERS
DEATH TRAP
THE VAULT

AVENGERS

DEATH TRAP THE VAULT

[redacted]

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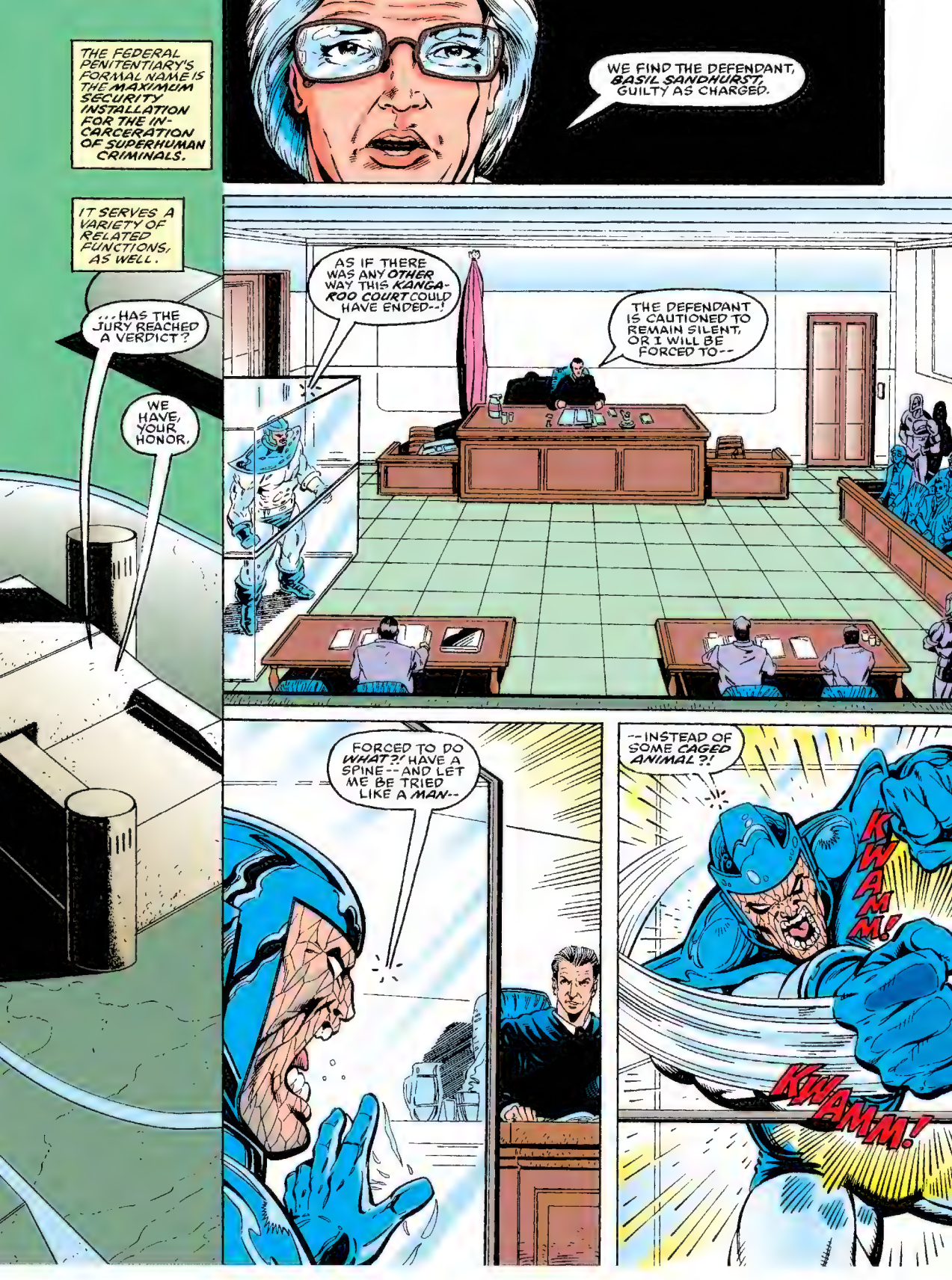
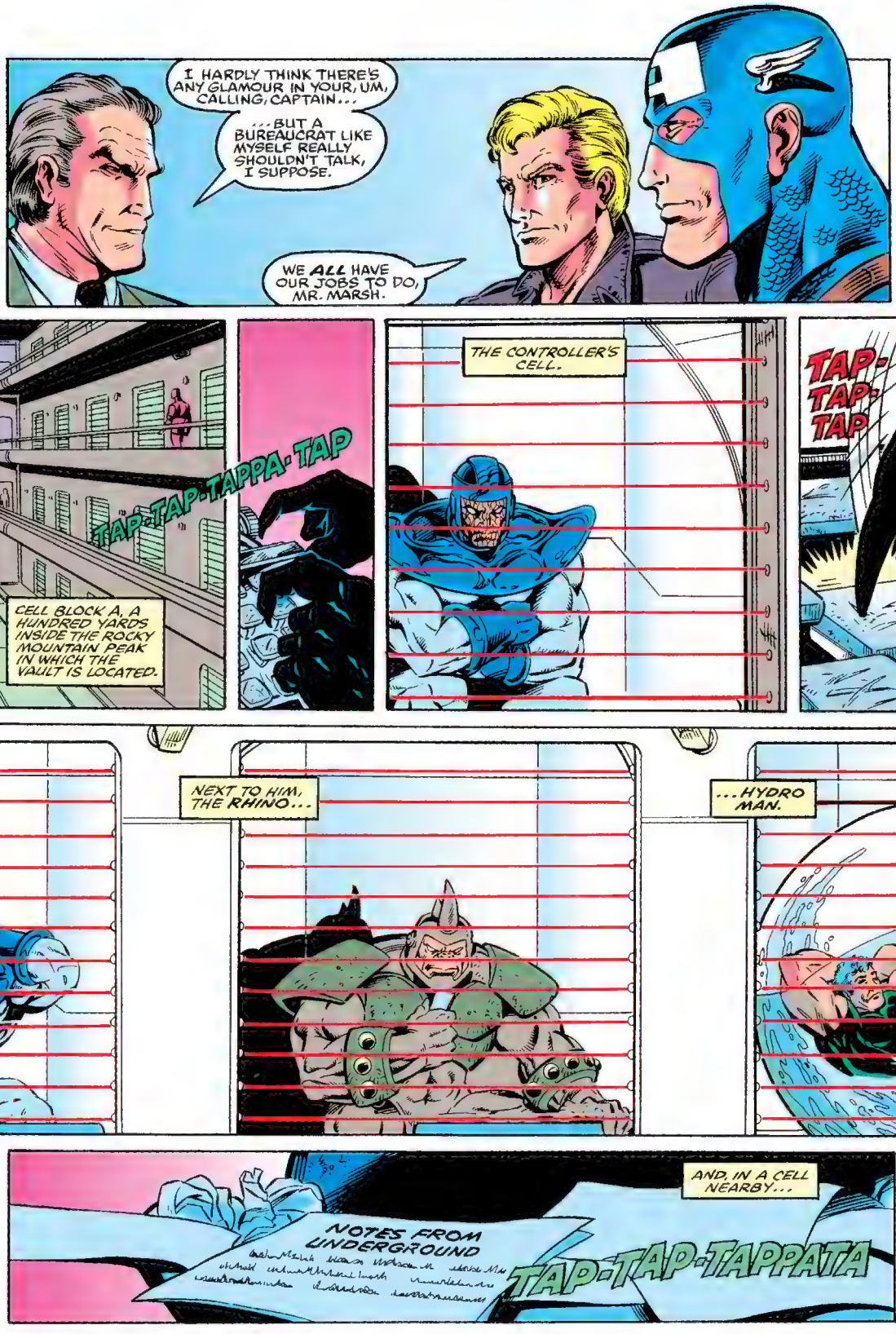
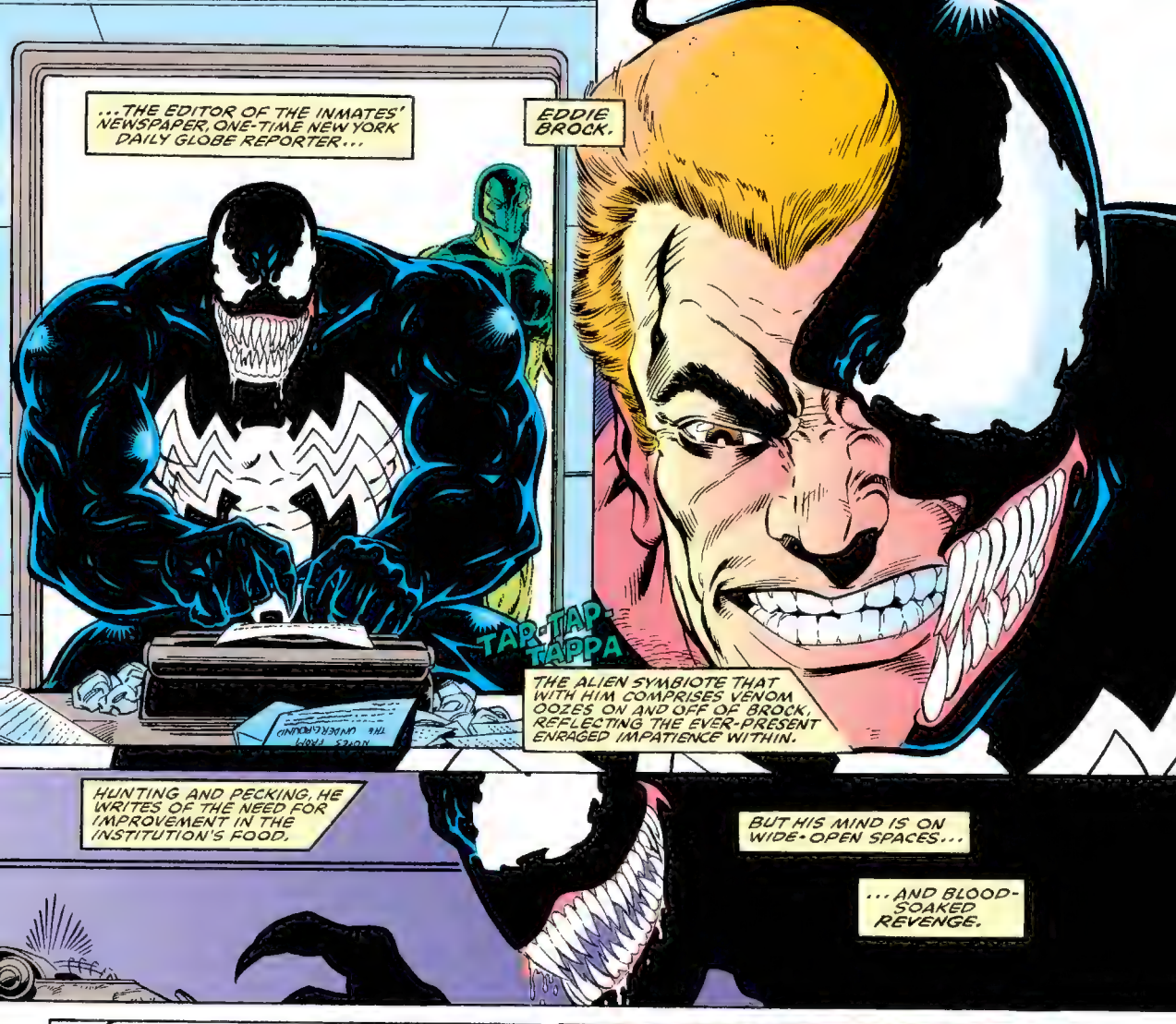
VENOM.
IN A PRISON FULL OF MURDEROUS, SUPER-POWERED CRIMINALS, HE IS PERHAPS THE MOST FEARED.
HE HAS ESCAPED THE VAULT BEFORE, AND IS DETERMINED TO DO SO AGAIN.
NO MATTER WHAT THE COST.

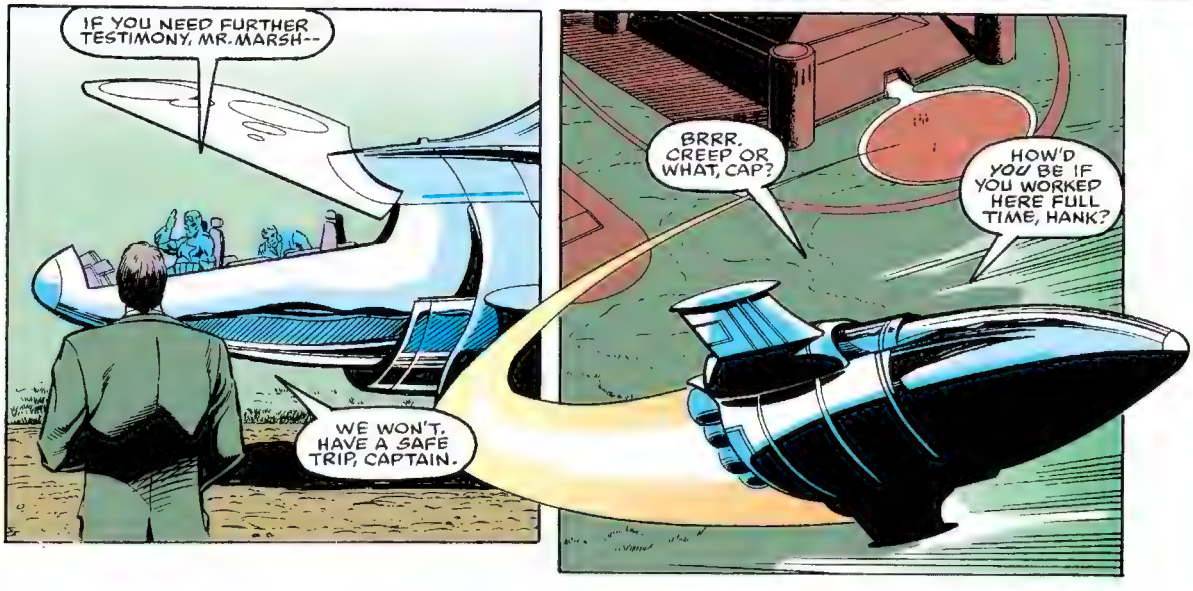
TRUMAN MARSH.
WHEN HE WAS A CHILD, HIS PARENTS WERE INNOCENT BYSTANDERS TO A BATTLE BETWEEN TWO TEAMS OF SUCH SUPERBEINGS. THE NEWSPAPERS REFERRED TO ONE SIDE AS GOOD, THE OTHER AS EVIL.
MARSH'S PARENTS WERE KILLED. NO ONE EVEN NOTICED UNTIL HOURS AFTER THE CONFLICT ENDED.
AS NEW CHIEF ADMINISTRATOR OF THE VAULT, HE HAS VOWED THAT NONE OF ITS INMATES WILL EVER ESCAPE AGAIN.
NO MATTER WHAT THE COST.


THE FEDERAL PENITENTIARY'S FORMAL NAME IS THE MAXIMUM SECURITY INSTALLATION FOR THE INCARCERATION OF SUPERHUMAN CRIMINALS.
WE FIND THE DEFENDANT, BASIL SANDHURST, GUILTY AS CHARGED.
IT SERVES A VARIETY OF RELATED FUNCTIONS, AS WELL.
...HAS THE JURY REACHED A VERDICT?
WE HAVE, YOUR HONOR.
AS IF THERE WAS ANY OTHER WAY THIS KANGAROO COURT COULD HAVE ENDED--!
THE DEFENDANT IS CAUTIONED TO REMAIN SILENT, OR I WILL BE FORCED TO--
FORCED TO DO WHAT?! HAVE A SPINE--AND LET ME BE TRIED LIKE A MAN--
--INSTEAD OF SOME CAGED ANIMAL?!
KWAMM!
KWAMM!

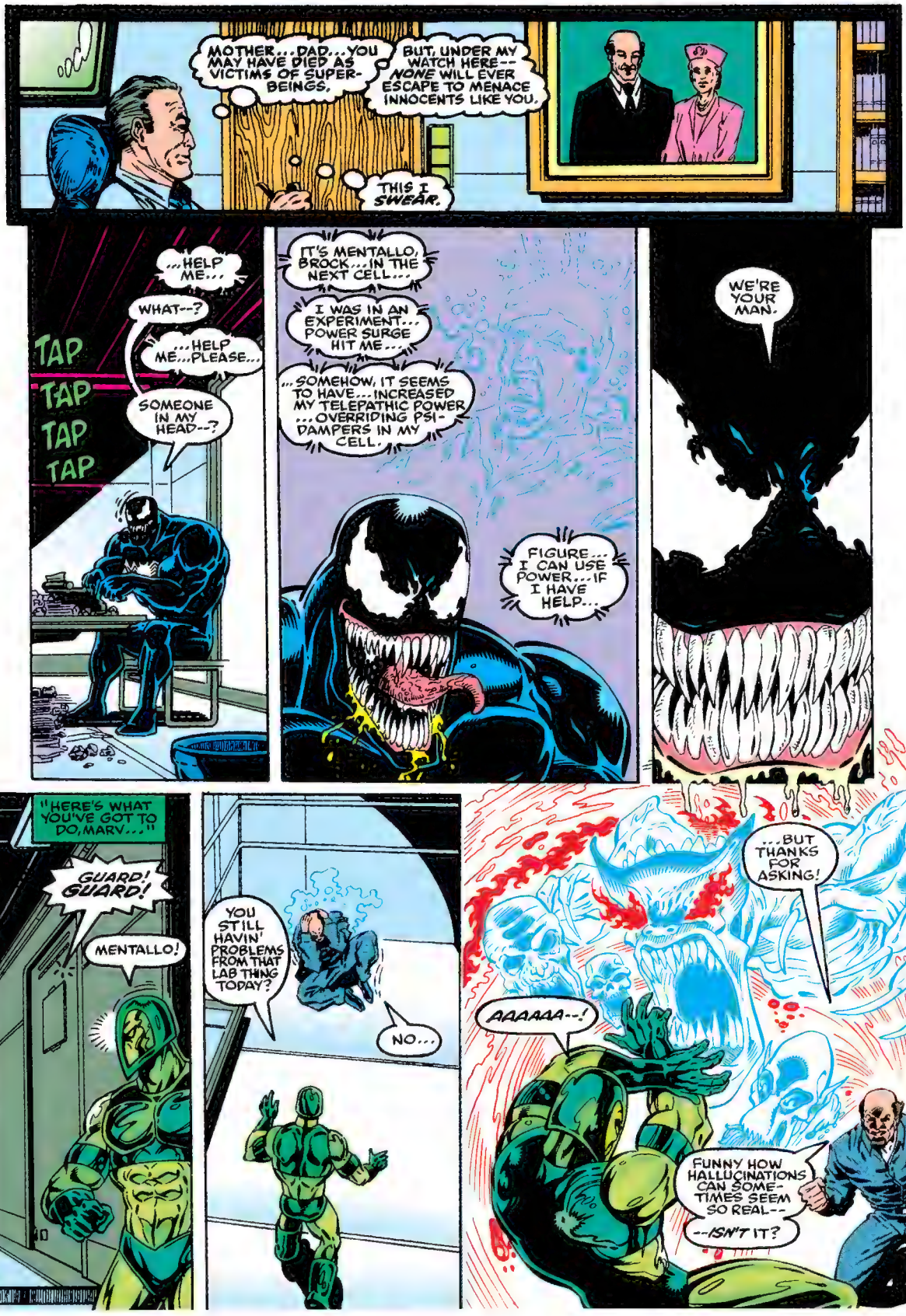
JURORS, YOUR BRAVE VERDICT IS APPLAUDED BY THE COURT.
I ASSURE YOU--THE CONTROLLER IS ALL BLUFF AND BLUSTER. YOU HAVE NOTHING TO--
THIS IS OBSCENE!
MY CLIENT IS BEING TRIED HERE, HUNDREDS OF MILES FROM THE SCENE OF THE ALLEGED CRIME, BY A JURY THAT IS IN NO WAY MADE UP OF HIS PEERS--!
I AGAIN MOVE FOR A MIS-TRIAL--
MR. STONE--
--YOU KNOW FULL WELL THAT THE LEGALITY OF SUCH PROCEEDINGS WAS ESTABLISHED BY THE SUPREME COURT IN BROCK VS. THE STATE OF NEW YORK.
THE SENTENCE IS TWENTY-FIVE YEARS TO LIFE. CASE CLOSED.
I'LL REMEMBER YOU ALL! YOU'LL NEVER BE SAFE!
ATTITUDE LIKE THAT'LL GET YOU LIFE FOR SURE, SANDY.
MAN, I'LL BE RELIEVED WHEN THESE CONTROL DISCS OF HIS GO TO THE CONTAINMENT CENTER IN NEVADA TOMORROW.
REALLY.
THANK YOU FOR YOUR TESTIMONY, DR. PYM, CAPTAIN AMERICA.
ALONG WITH THOSE DISCS OF HIS, IT ENABLED US TO PUT SANDHURST AWAY.
WELL, IT'S NOT THE MOST GLAMOROUS PART OF BEING AVENGERS, MR. MARSH.
BUT IT'S ONE OF THE MOST IMPORTANT.


I HARDLY THINK THERE'S ANY GLAMOUR IN YOUR, UM, CALLING, CAPTAIN...
...BUT A BUREAUCRAT LIKE MYSELF REALLY SHOULDN'T TALK, I SUPPOSE.
WE ALL HAVE OUR JOBS TO DO, MR. MARSH.
CELL BLOCK A, A HUNDRED YARDS INSIDE THE ROCKY MOUNTAIN PEAK IN WHICH THE VAULT IS LOCATED.
TAP-TAP-TAPPA-TAP
THE CONTROLLER'S CELL.
TAP-TAP-TAP
NEXT TO HIM, THE RHINO...
...HYDRO MAN.
AND, IN A CELL NEARBY...
NOTES FROM UNDERGROUND
TAP-TAP-TAPPATA


...THE EDITOR OF THE INMATES' NEWSPAPER, ONE-TIME NEW YORK DAILY GLOBE REPORTER...
EDDIE BROCK.
TAP-TAP-TAPPA
THE ALIEN SYMBIOTE THAT WITH HIM COMPRISES VENOM OOZES ON AND OFF OF BROCK, REFLECTING THE EVER-PRESENT ENRAGED IMPATIENCE WITHIN.
HUNTING AND PECKING, HE WRITES OF THE NEED FOR IMPROVEMENT IN THE INSTITUTION'S FOOD.
BUT HIS MIND IS ON WIDE-OPEN SPACES...
...AND BLOOD-SOAKED REVENGE.

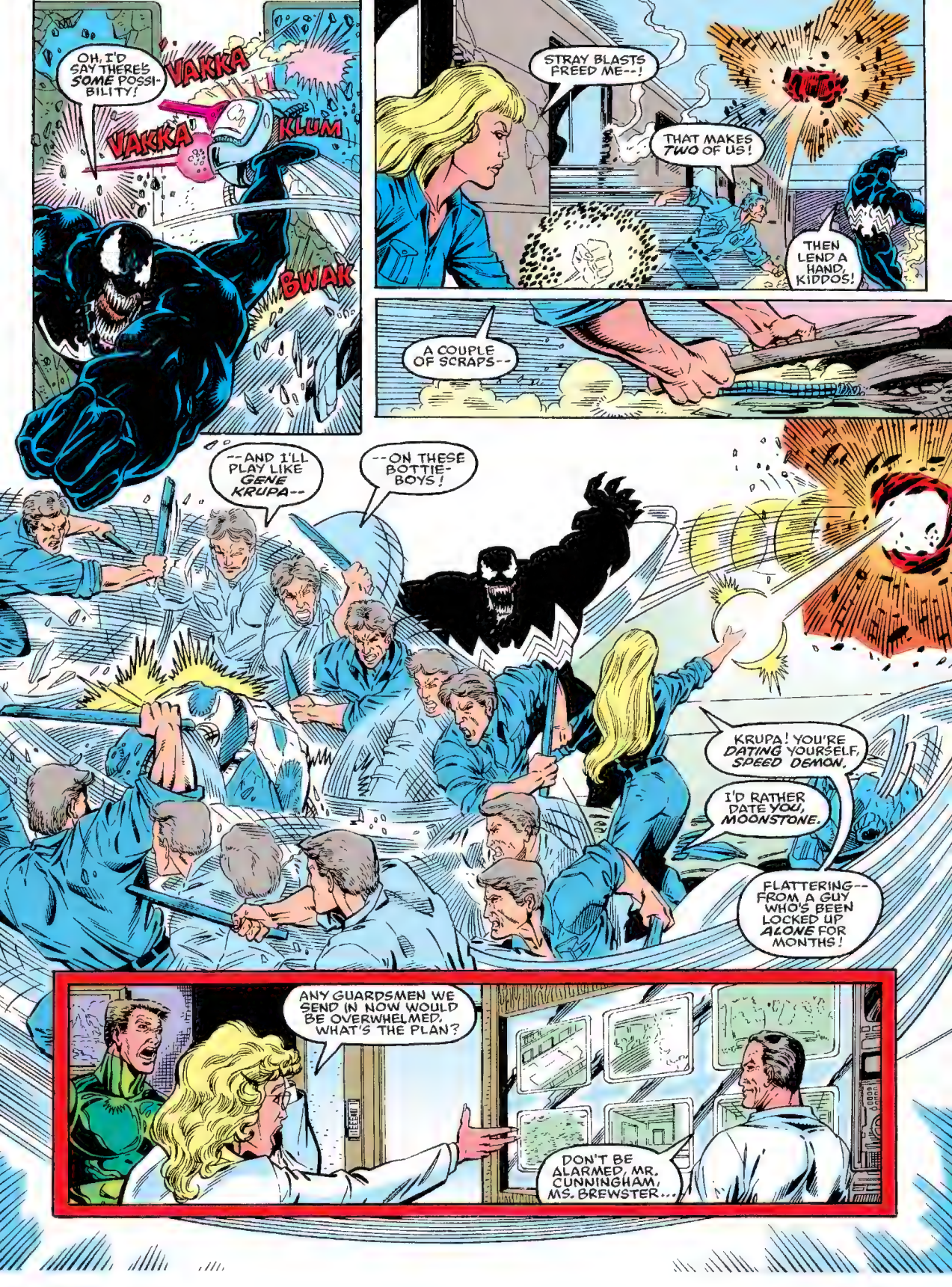

IF YOU NEED FURTHER TESTIMONY, MR. MARSH--
WE WON'T. HAVE A SAFE TRIP, CAPTAIN.
BRRR. CREEP OR WHAT, CAP?
HOW'D YOU BE IF YOU WORKED HERE FULL TIME, HANK?

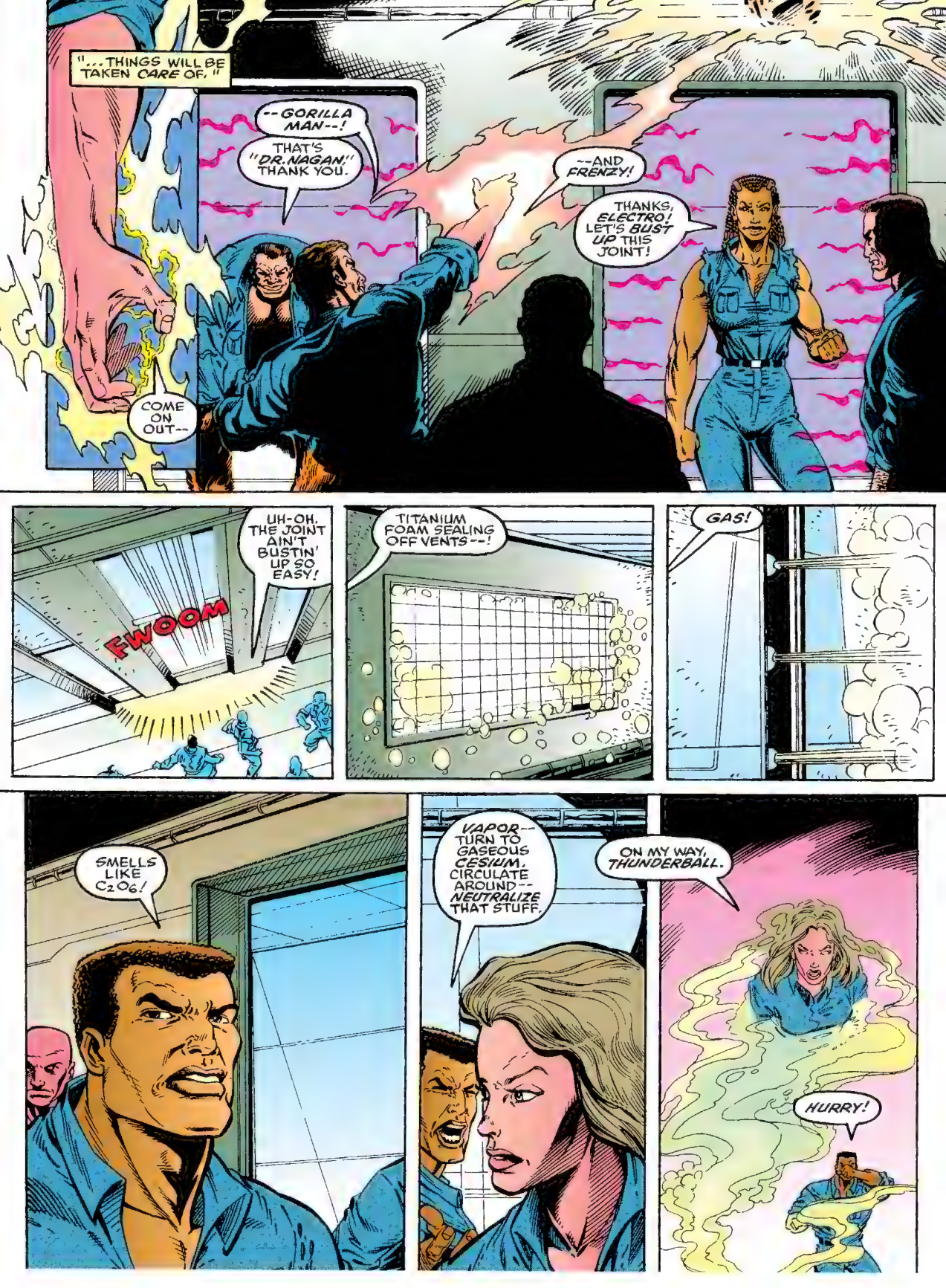
GOOD RIDDANCE.
DID YOU SAY SOMETHING, MR. MARSH?
NO, MS. BREWSTER. JUST THINKING ALOUD ABOUT...
"...SOME WORK I HAVE TO DO."
NOOOOOOOOOO
TURN IT OFF! TURN IT OFF!
INMATE #815226, MARVIN FLUMM, A.K.A.: MENTALLO.
AAA--AAA--AAA--AAA--AAA--
EASY, FLUMM. WE'RE DISCONNECTING YOU.
WHAT ON EARTH CAUSED THAT POWER SURGE?
BET IT'S THE LAST TIME THIS GUY VOLUNTEERS FOR ANYTHING.
TRUMAN MARSH'S OFFICE.
HMMM. SEEMS MY LITTLE EXPERIMENT CAUSED A POWER SURGE IN BLOCK E.
WELL, NO HARM DONE, AT LEAST NOT ACCORDING TO MY PRELIMINARY OBSERVATIONS.


MOTHER...DAD...YOU MAY HAVE DIED AS VICTIMS OF SUPER-BEINGS.
BUT, UNDER MY WATCH HERE-- *NONE* WILL EVER ESCAPE TO MENACE INNOCENTS LIKE YOU.
THIS I *SWEAR.*
...HELP ME...
WHAT--?
...HELP ME...PLEASE...
SOMEONE IN MY HEAD--?
TAP
TAP
TAP
TAP
IT'S MENTALLO, BROCK...IN THE NEXT CELL...
I WAS IN AN EXPERIMENT... POWER SURGE HIT ME...
...SOMEHOW, IT SEEMS TO HAVE...INCREASED MY TELEPATHIC POWER ...OVERRIDING PSI-DAMPERS IN MY CELL.
FIGURE... I CAN USE POWER...IF I HAVE HELP...
WE'RE YOUR MAN.
"HERE'S WHAT YOU'VE GOT TO DO, MARV..."
GUARD! GUARD!
MENTALLO!
YOU STILL HAVIN' PROBLEMS FROM THAT LAB THING TODAY?
NO...
...BUT THANKS FOR ASKING!
AAAAAA--!
FUNNY HOW HALLUCINATIONS CAN SOME-TIMES SEEM SO REAL--
--*ISN'T* IT?

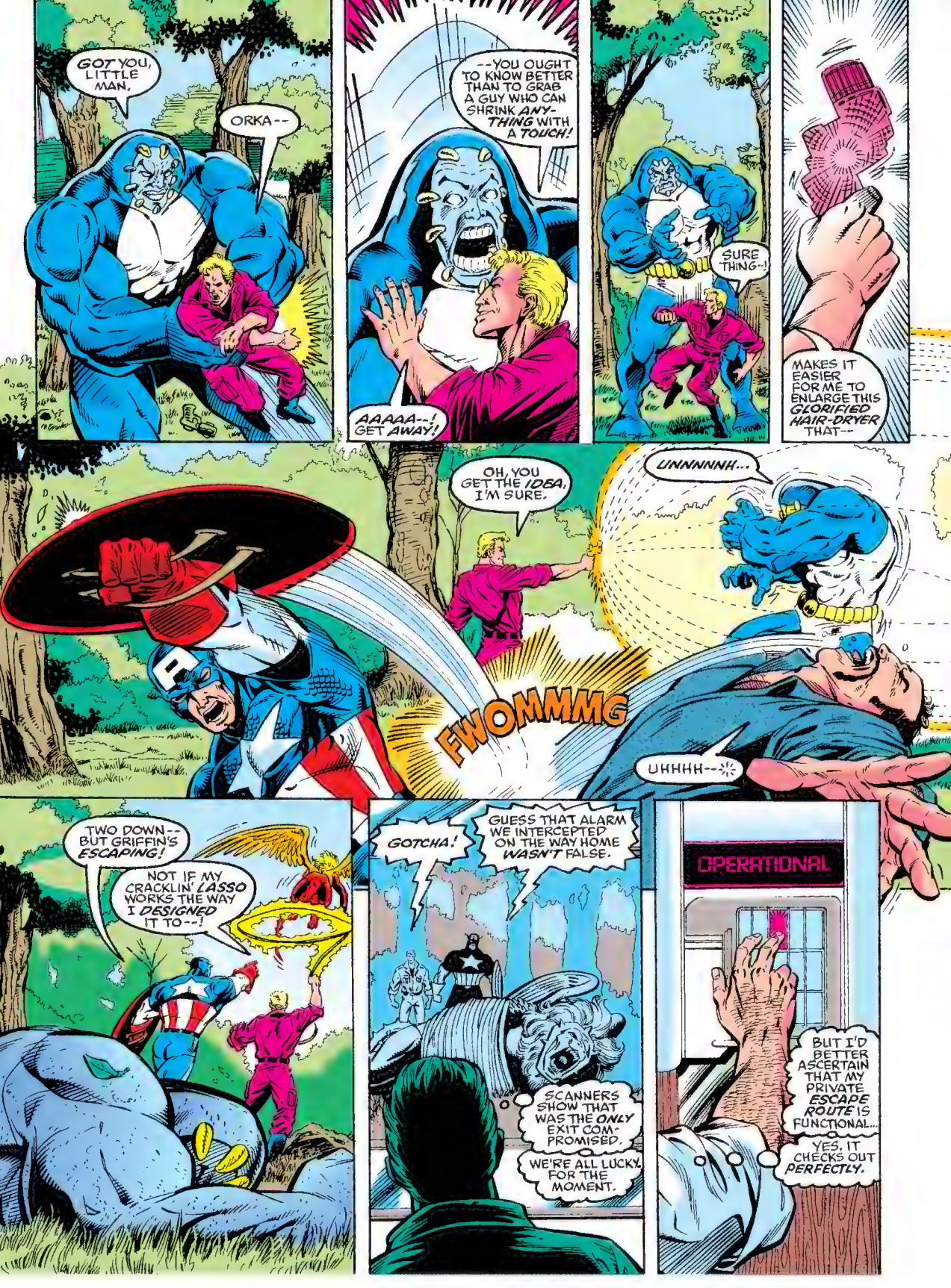
BUT THIS RADICAL BURST OF MENTAL POWER SOON ALERTS THE NEAREST GUARDSMEN STATION--
MENTALLO'S CLOBBERED SAMUELS--!
HIT 'IM HARD AND FAST--
--DON'T GIVE 'IM TIME TO WORK HIS HEAD GAMES ON YOU!
FAST ENOUGH, BILLY ?
KNOCKOUT GAS GETS 'EM EVERY TIME.
GUYS-- GUYS--
VENOM'S CELL IS EMPTY!
WHERE COULD HE--
HA HA HA HA HA HA

BEFORE SENDING THE GUARDSMAN OVER THE BRINK OF MADNESS, MENTALLO HAD FORCED HIM TO UNLOCK EDDIE BROCK'S CELL.
SO THAT EVEN WITH FLUMM NOW TEMPORARILY HELPLESS--
SAVE ONE FOR A HOSTAGE, EDDIE.
NOW, DO WE TAKE FLUMM WITH US, OR LEAVE HIM BEHI--
UH-OH--
--THE ESCAPE CAN BEGIN IN EARNEST.
SORRY, MEN--
--BUT WE MUST BE FREE TO PURSUE OUR ARACHNID ENEMY ON THE OUTSIDE.
DRONE-BOTS.
SURRENDER. SURRENDER.
THERE IS NO POSSIBILITY OF ESCAPE.

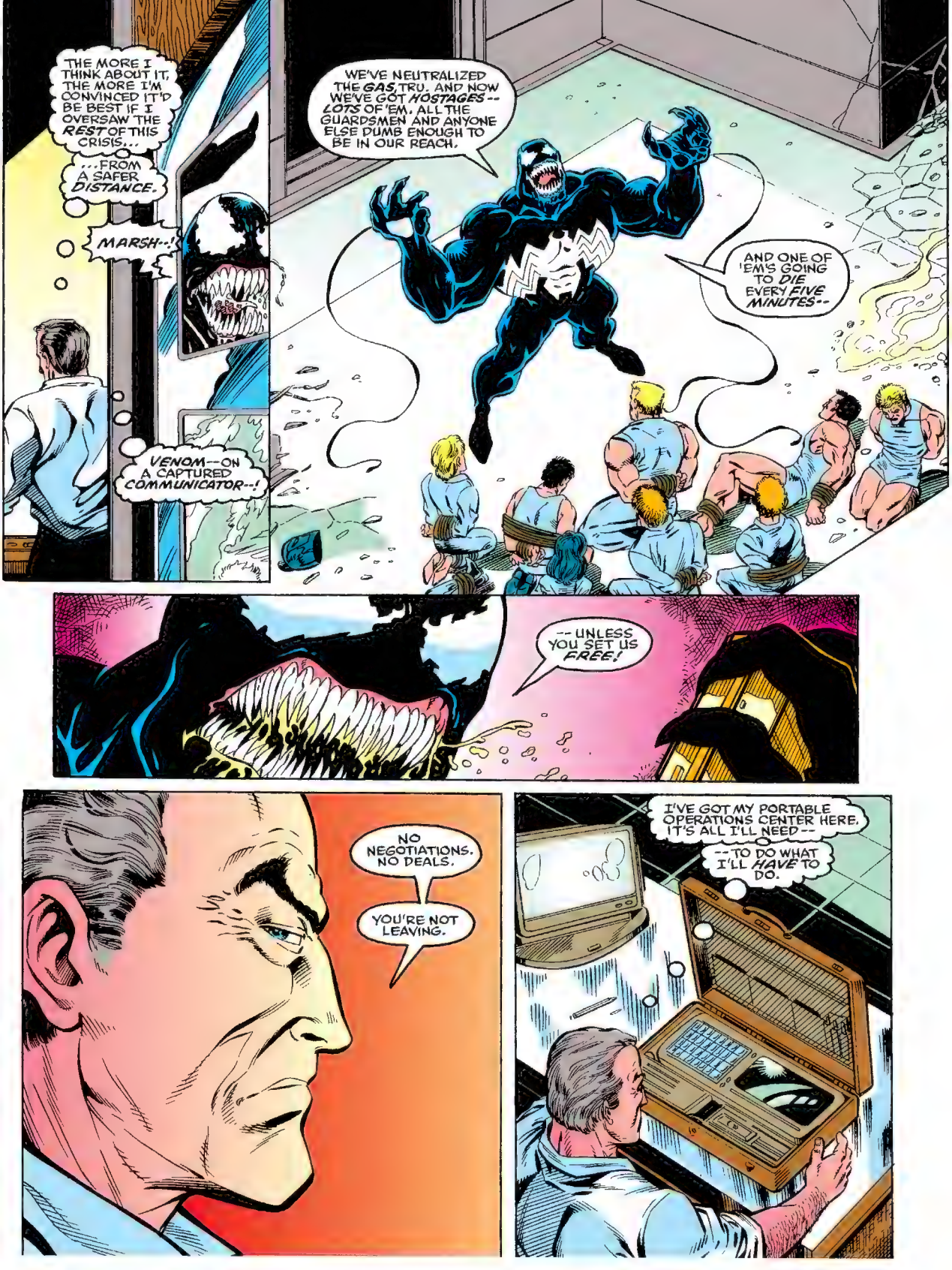

OH, I'D SAY THERE'S SOME POSSI-BILITY!
VAKKA
VAKKA
KLUM
BWAK
STRAY BLASTS FREED ME--!
THAT MAKES TWO OF US!
THEN LEND A HAND, KIDDOS!
A COUPLE OF SCRAPS--
--AND I'LL PLAY LIKE GENE KRUPA--
--ON THESE BOTTIE-BOYS!
KRUPA! YOU'RE DATING YOURSELF, SPEED DEMON.
I'D RATHER DATE YOU, MOONSTONE.
FLATTERING--FROM A GUY WHO'S BEEN LOCKED UP ALONE FOR MONTHS!
ANY GUARDSMEN WE SEND IN NOW WOULD BE OVERWHELMED, WHAT'S THE PLAN?
DON'T BE ALARMED, MR. CUNNINGHAM, MS. BREWSTER...

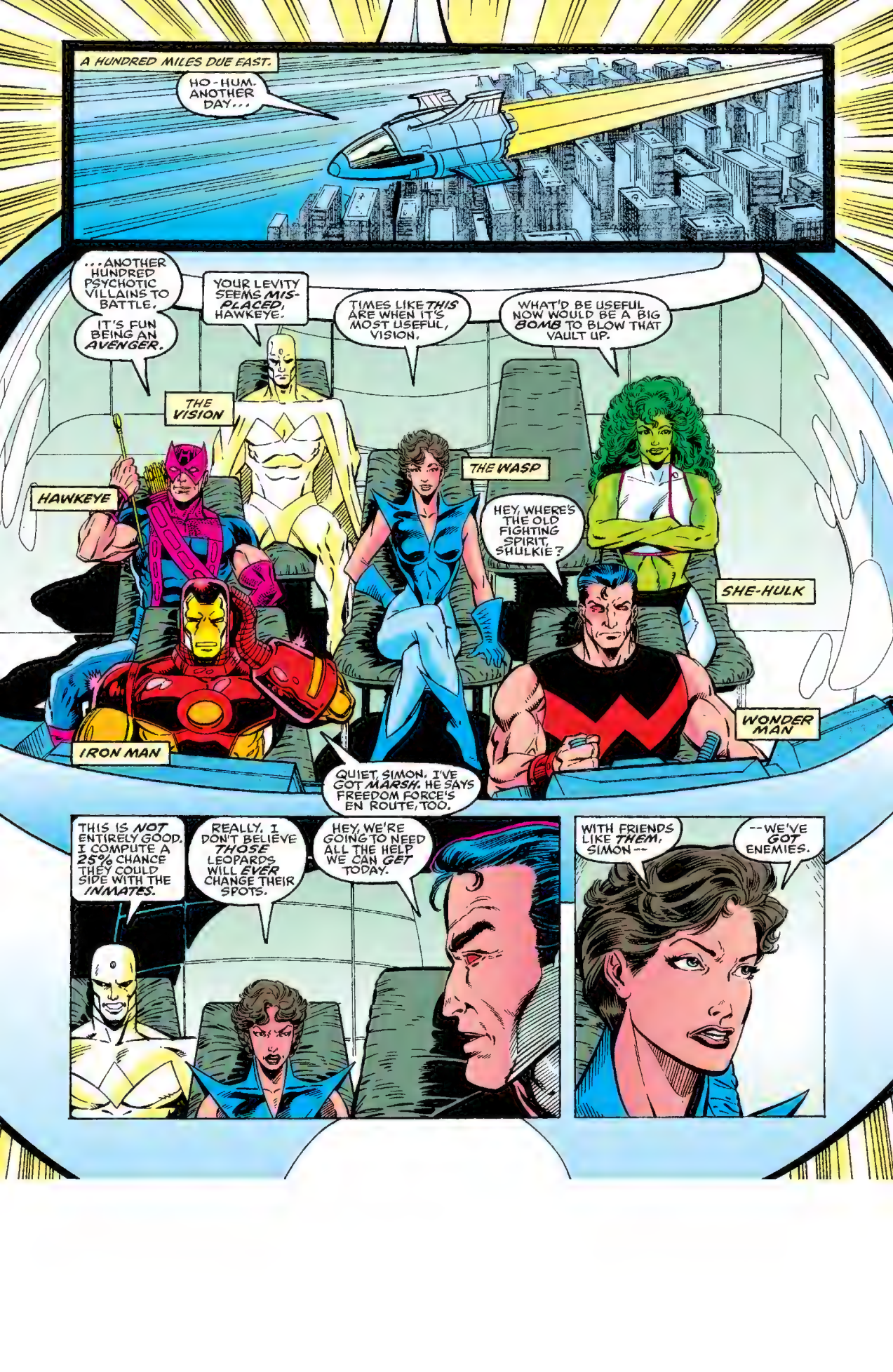

"...THINGS WILL BE TAKEN CARE OF."
--GORILLA MAN--!
THAT'S "DR. NAGAN." THANK YOU.
COME ON OUT--
--AND FRENZY!
THANKS, ELECTRO! LET'S BUST UP THIS JOINT!
FWOOM
UH-OH. THE JOINT AIN'T BUSTIN' UP SO EASY!
TITANIUM FOAM SEALING OFF VENTS--!
GAS!
SMELLS LIKE C_2O_6!
VAPOR--TURN TO GASEOUS CESIUM. CIRCULATE AROUND--NEUTRALIZE THAT STUFF.
ON MY WAY, THUNDERBALL.
HURRY!

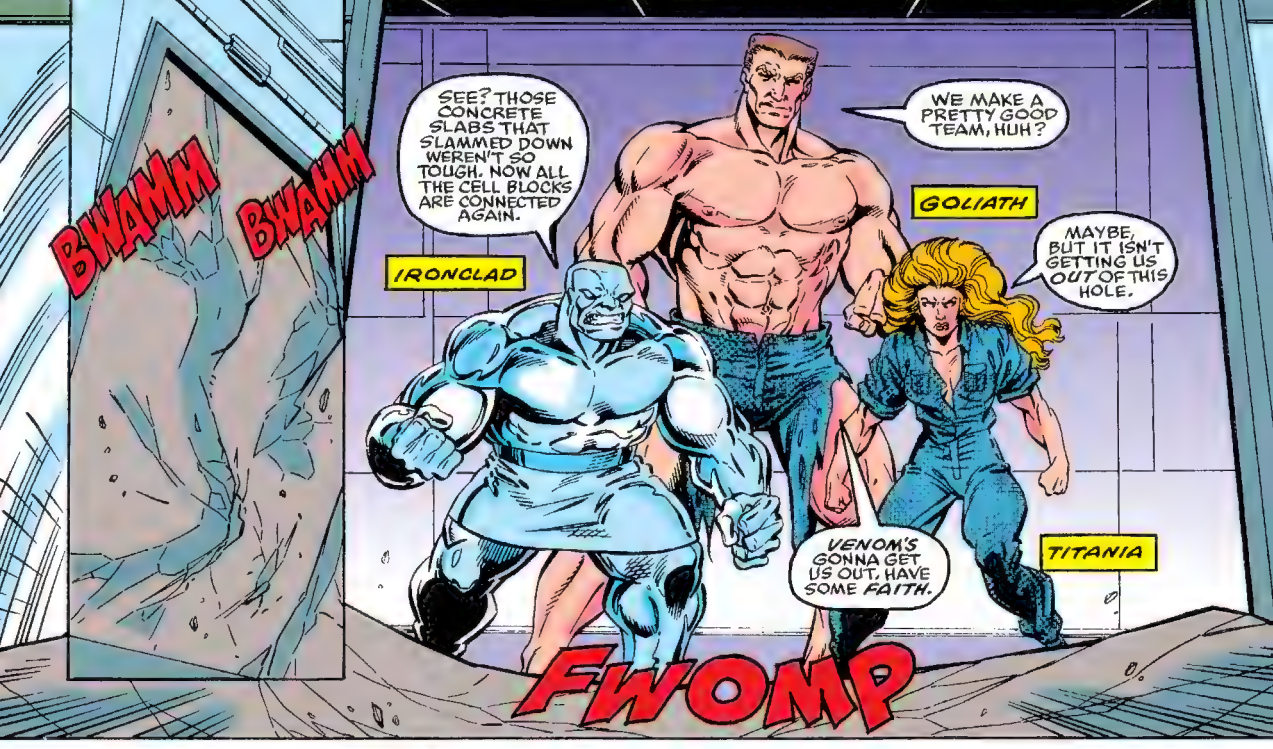
THAT VENT-- IT'S HALF A MILE FROM HERE!
THE GRIFFIN, ORKA, AND BULLET MUST'VE GOTTEN OUT JUST AS THE BREAK BEGAN!
I VOWED NO ONE WOULD ESCAPE-- EVER.
THIS BUTTON WILL ENSURE THAT, IF I HAVE--
--THE NERVE...
KLONG
I SLOWED 'EM DOWN, HANK--
NOW LET'S SEE WHAT A FORCE BLAST DOES!
AAAGH--!
BWANGG
SORRY, BULLET! YOU'RE GOING TO HAVE TO GO BACK UNDER!
NO!!


GOT YOU, LITTLE MAN.
ORKA--
--YOU OUGHT TO KNOW BETTER THAN TO GRAB A GUY WHO CAN SHRINK ANY-THING WITH A TOUCH!
AAAAA--! GET AWAY!
SURE THING--!
MAKES IT EASIER FOR ME TO ENLARGE THIS GLORIFIED HAIR-DRYER THAT--
OH, YOU GET THE IDEA, I'M SURE.
UNNNNNH...
FWOMMMG
UHHHH--
TWO DOWN-- BUT GRIFFIN'S ESCAPING!
NOT IF MY CRACKLIN' LASSO WORKS THE WAY I DESIGNED IT TO--!
GOTCHA!
GUESS THAT ALARM WE INTERCEPTED ON THE WAY HOME WASN'T FALSE.
SCANNERS SHOW THAT WAS THE ONLY EXIT COM-PROMISED.
WE'RE ALL LUCKY, FOR THE MOMENT.
OPERATIONAL
BUT I'D BETTER ASCERTAIN THAT MY PRIVATE ESCAPE ROUTE IS FUNCTIONAL...
YES. IT CHECKS OUT PERFECTLY.

THE COLORADO SKIES, TEN MILES DUE EAST.
...SO THERE'S A TON O' CUT-THROAT VILLAINS LOOSE IN THERE...
...ALL ITCHIN' TO GET OUT AND BREAK HEADS...
...IS WALTZ IN AND MAKE 'EM GO BACK TO THEIR CELLS?
BLOB
THAT BLOODY WELL SAYS 'T, BLOB, OLD BOY.
NOTHIN' WE CAN'T HANDLE.
MYSTIQUE
THIS LIST OF INMATES IS PRETTY SCARY, BOSS.
PYRO
AVALANCHE
CRIMSON COMMANDO
SUPER SABRE
DON'T WORRY, AVALANCHE. FOLLOW ORDERS--AND YOU'LL BE FINE.
...MOST OF 'EM OVER-RIDIN' THE DAMPERS THE FEDS PUT ON 'EM...
...AND ALL US FREEDOM FORCE FOLKS GOTTA DO...
PRETTY FUNNY, HUH? ONCE UPON A TIME, WHEN WE WERE VILLAINS, WE WOULD'A BEEN DOWN THERE.
I ACTUALLY FEEL SORRY FOR THOSE POOR SLOBS TRYIN' TO BREAK OUT.
DON'T.
THIS IS THE ENEMY! DON'T FORGET IT!
EVER.
GLLK! S-SURE, MYSTIQUE. I WAS ONLY THINKIN' OUT LOUD.
BECOME YOURSELF. GIVES ME THE CREEPS WHEN YOU SHAPE-CHANGE.
SURE.
BUT THE BLOB ECHOES WHAT WE ALL FEEL. WE WORK FOR THE GOVERNMENT NOW...
...IN RETURN FOR AMNESTY...
...BUT OUR LOYALTIES WILL BE SORELY TESTED DOWN THERE.


THE MORE I THINK ABOUT IT, THE MORE I'M CONVINCED IT'D BE BEST IF I OVERSAW THE REST OF THIS CRISIS...
...FROM A SAFER DISTANCE.
MARSH--!
VENOM--ON A CAPTURED COMMUNICATOR--!
WE'VE NEUTRALIZED THE GAS, TRU. AND NOW WE'VE GOT HOSTAGES--LOTS OF 'EM. ALL THE GUARDSMEN AND ANYONE ELSE DUMB ENOUGH TO BE IN OUR REACH.
AND ONE OF 'EM'S GOING TO DIE EVERY FIVE MINUTES--
--UNLESS YOU SET US FREE!
NO NEGOTIATIONS. NO DEALS.
YOU'RE NOT LEAVING.
I'VE GOT MY PORTABLE OPERATIONS CENTER HERE. IT'S ALL I'LL NEED--
--TO DO WHAT I'LL HAVE TO DO.


A HUNDRED MILES DUE EAST.
HO-HUM. ANOTHER DAY...
...ANOTHER HUNDRED PSYCHOTIC VILLAINS TO BATTLE.
IT'S FUN BEING AN AVENGER.
YOUR LEVITY SEEMS MIS-PLACED, HAWKEYE.
TIMES LIKE THIS ARE WHEN IT'S MOST USEFUL, VISION.
WHAT'D BE USEFUL NOW WOULD BE A BIG BOMB TO BLOW THAT VAULT UP.
THE VISION
HAWKEYE
THE WASP
HEY, WHERE'S THE OLD FIGHTING SPIRIT, SHULKIE?
SHE-HULK
WONDER MAN
IRON MAN
QUIET, SIMON. I'VE GOT MARSH. HE SAYS FREEDOM FORCE'S EN ROUTE, TOO.
THIS IS NOT ENTIRELY GOOD. I COMPUTE A 25% CHANCE THEY COULD SIDE WITH THE INMATES.
REALLY. I DON'T BELIEVE THOSE LEOPARDS WILL EVER CHANGE THEIR SPOTS.
HEY, WE'RE GOING TO NEED ALL THE HELP WE CAN GET TODAY.
WITH FRIENDS LIKE THEM, SIMON--
--WE'VE GOT ENEMIES.


BWAMM
BWAHM
SEE? THOSE CONCRETE SLABS THAT SLAMMED DOWN WEREN'T SO TOUGH. NOW ALL THE CELL BLOCKS ARE CONNECTED AGAIN.
IRONCLAD
WE MAKE A PRETTY GOOD TEAM, HUH?
GOLIATH
MAYBE, BUT IT ISN'T GETTING US OUT OF THIS HOLE.
VENOM'S GONNA GET US OUT. HAVE SOME FAITH.
TITANIA
FWOMP

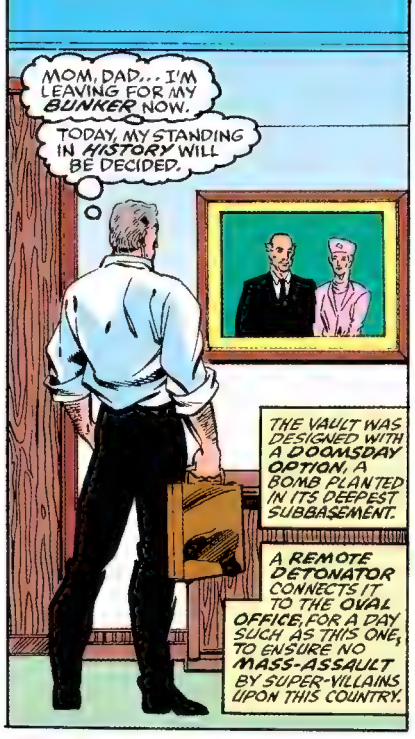
MARSH! FIVE MINUTES ARE UP.
THE PERSONNEL ALL KNEW THE RISKS WHEN THEY TOOK THEIR JOBS.
THEY'RE WELL-PAID, WELL INSURED. YOU'RE AN OCCUPATIONAL HAZARD.

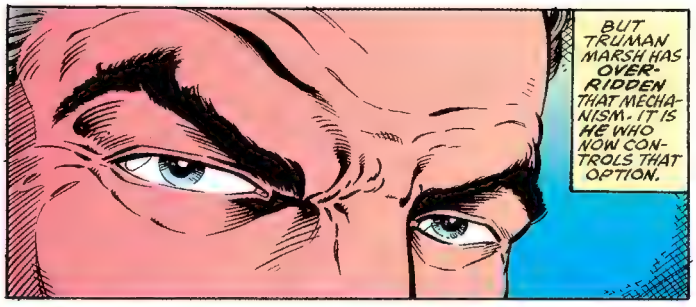
YOU BEEN BEHIND THAT DESK TOO LONG, MARSH. THAT'S ALL THEORY.

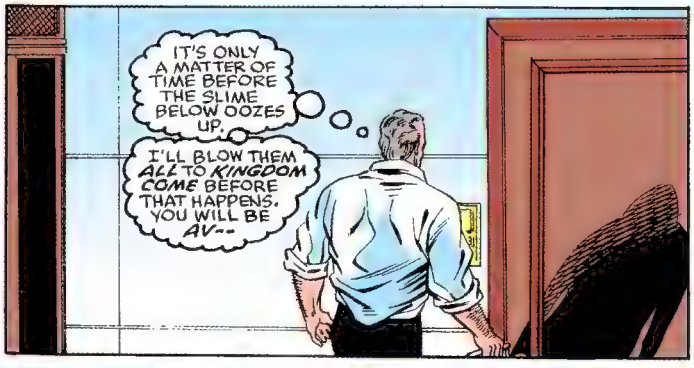
THIS IS REALITY.
MMGPH!

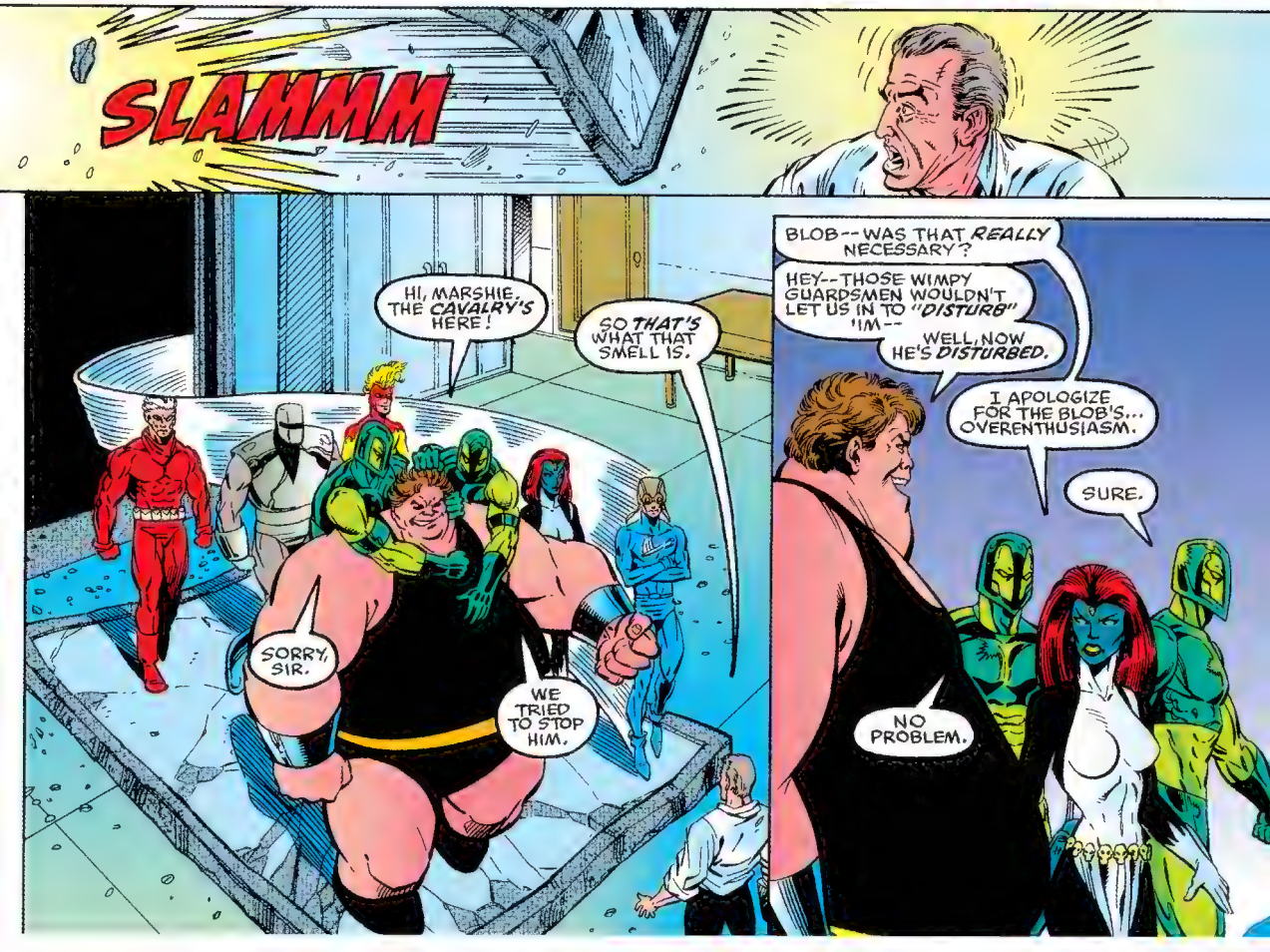
HARD TO BREATHE WITH MY TENDRILS COVERING YOUR MOUTH AND NOSE, ISN'T IT, STEPHENS?
MMPH--

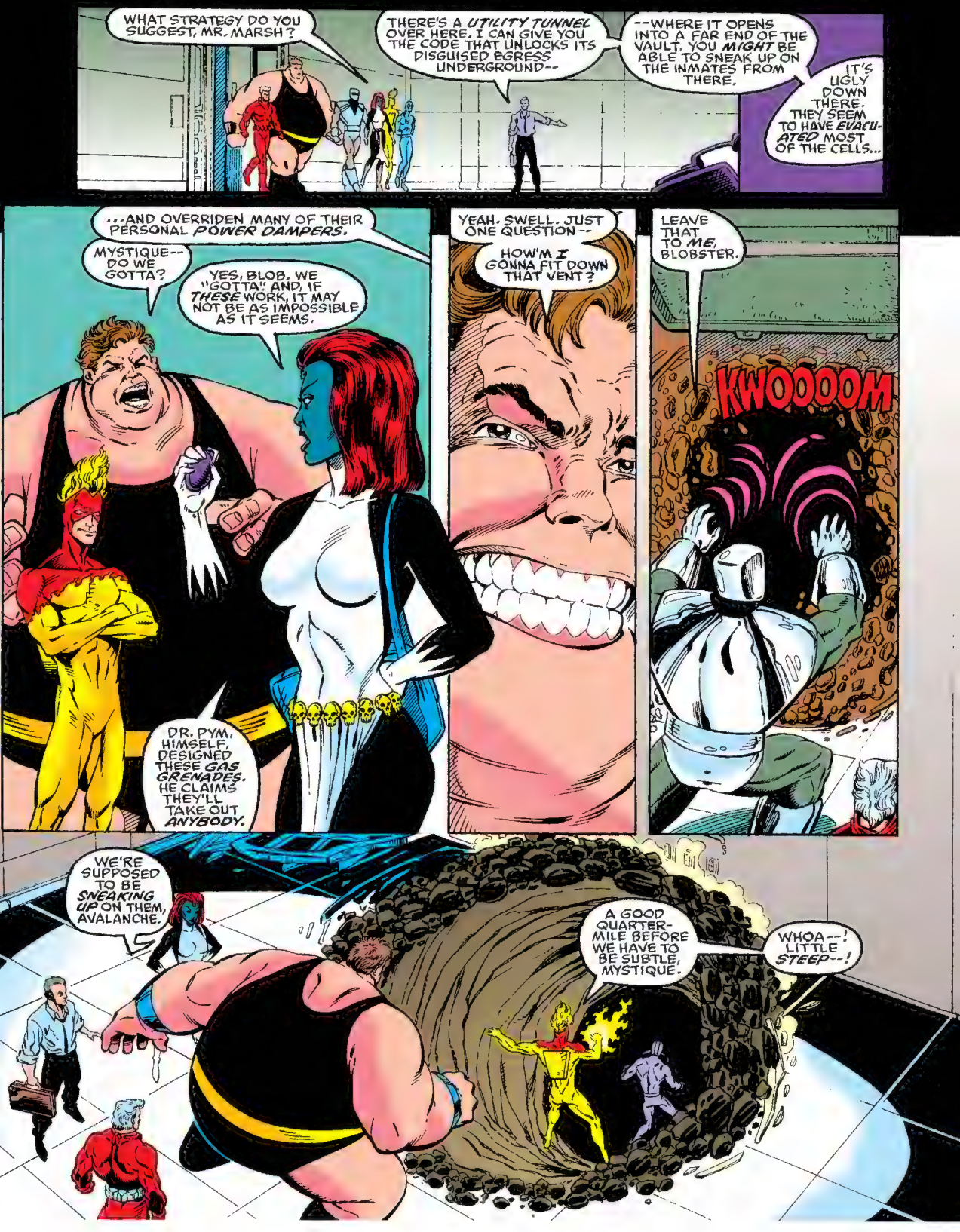
ONE MORE IN FIVE MINUTES, MARSH.
NO DEALS.


MOM, DAD... I'M LEAVING FOR MY BUNKER NOW.
TODAY, MY STANDING IN HISTORY WILL BE DECIDED.
THE VAULT WAS DESIGNED WITH A DOOMSDAY OPTION, A BOMB PLANTED IN ITS DEEPEST SUBBASEMENT.
A REMOTE DETONATOR CONNECTS IT TO THE OVAL OFFICE, FOR A DAY SUCH AS THIS ONE, TO ENSURE NO MASS-ASSAULT BY SUPER-VILLAINS UPON THIS COUNTRY.


BUT TRUMAN MARSH HAS OVER-RIDDEN THAT MECHANISM. IT IS HE WHO NOW CONTROLS THAT OPTION.


IT'S ONLY A MATTER OF TIME BEFORE THE SLIME BELOW OOZES UP.
I'LL BLOW THEM ALL TO KINGDOM COME BEFORE THAT HAPPENS. YOU WILL BE AV--

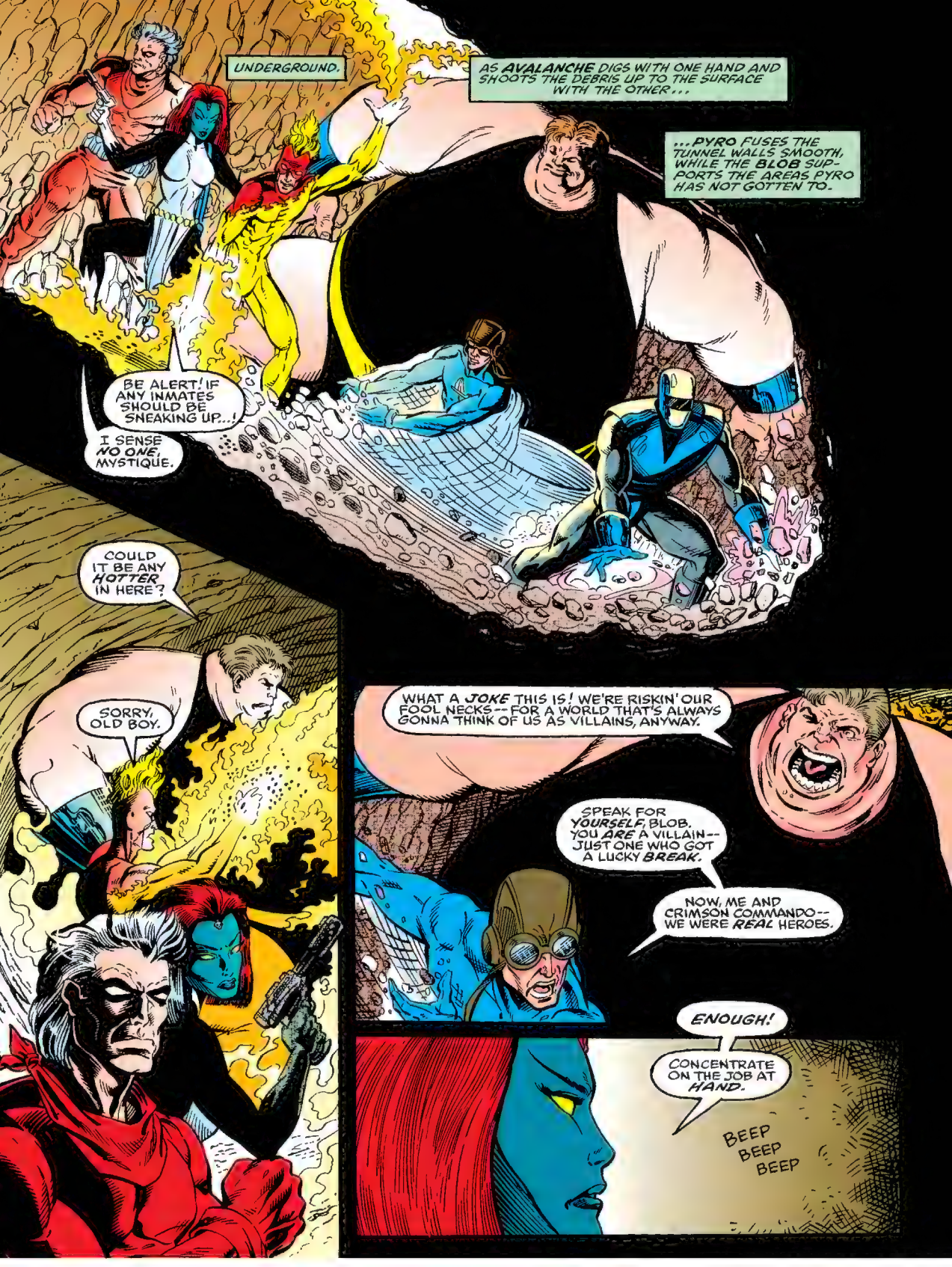

SLAMMM
HI, MARSHIE, THE CAVALRY'S HERE!
SO THAT'S WHAT THAT SMELL IS.
SORRY, SIR.
WE TRIED TO STOP HIM.
BLOB--WAS THAT REALLY NECESSARY?
HEY--THOSE WIMPY GUARDSMEN WOULDN'T LET US IN TO "DISTURB" 'IM--
WELL, NOW HE'S DISTURBED.
I APOLOGIZE FOR THE BLOB'S... OVERENTHUSIASM.
SURE.
NO PROBLEM.


WHAT STRATEGY DO YOU SUGGEST, MR. MARSH?
THERE'S A UTILITY TUNNEL OVER HERE. I CAN GIVE YOU THE CODE THAT UNLOCKS ITS DISGUISED EGRESS UNDERGROUND--
--WHERE IT OPENS INTO A FAR END OF THE VAULT. YOU MIGHT BE ABLE TO SNEAK UP ON THE INMATES FROM THERE.
IT'S UGLY DOWN THERE. THEY SEEM TO HAVE EVACUATED MOST OF THE CELLS...
...AND OVERRIDEN MANY OF THEIR PERSONAL POWER DAMPERS.
MYSTIQUE--DO WE GOTTA?
YES, BLOB, WE "GOTTA" AND, IF THESE WORK, IT MAY NOT BE AS IMPOSSIBLE AS IT SEEMS.
DR. PYM, HIMSELF, DESIGNED THESE GAS GRENADES. HE CLAIMS THEY'LL TAKE OUT ANYBODY.
YEAH. SWELL. JUST ONE QUESTION--
HOW'M I GONNA FIT DOWN THAT VENT?
LEAVE THAT TO ME, BLOBSTER.
KWOOOOM
WE'RE SUPPOSED TO BE SNEAKING UP ON THEM, AVALANCHE.
A GOOD QUARTER-MILE BEFORE WE HAVE TO BE SUBTLE, MYSTIQUE.
WHOA--! LITTLE STEEP--!

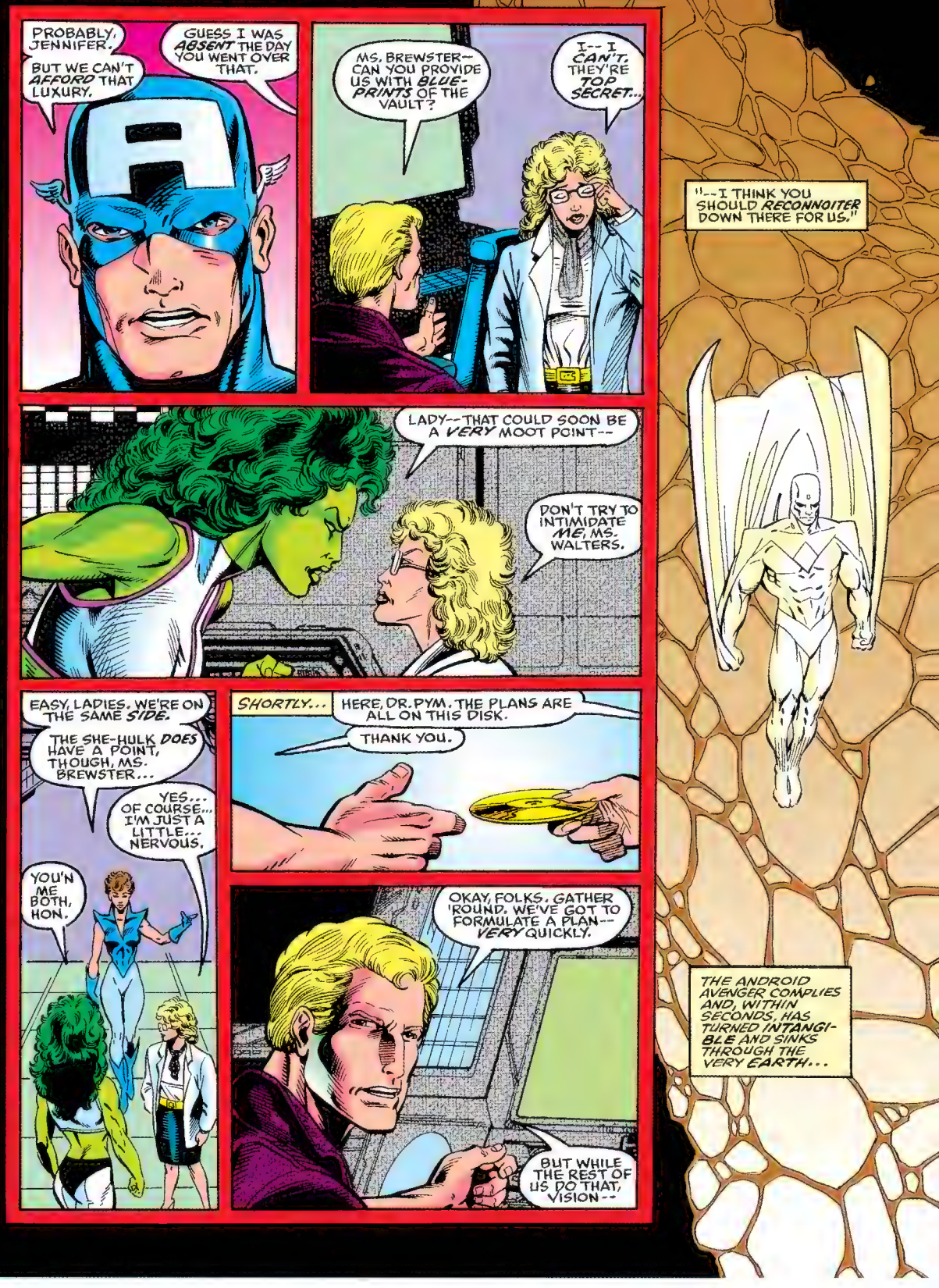
AND, WHEN THE ENTIRE TEAM HAS DESCENDED...
SO, FREEDOM FORCE--YOU MAY WELL AVERT THE NECESSITY OF--
NO!
THE DETONATOR--IT'S BEEN ACTIVATED!
LESS THAN TWENTY-ONE MINUTES--!
20:53.02
"THE CIRCUITRY MUST'VE BEEN JARRED BY THE VIOLENCE OF THE BREAK.
"AND, I CAN'T... I CAN'T TURN IT OFF...!"
...ALL THOSE BELOW ARE DOOMED.
FATE, THEN, HAS MADE THE DECISION FOR ME.
BUT I MUST HELP FATE A BIT...
"...TO ENSURE THAT NO ONE--NOT PYM, NOT THE PRESIDENT--CAN DEFUSE THE DETONATOR."
TWO HUNDRED YARDS BELOW THE SURFACE...
YES. YES. THE CIRCUITRY IS TOTALLY RUINED NOW.
UNFORTUNATE THAT I NEVER TOLD FREEDOM FORCE ABOUT THIS LAST SECRET ELEVATOR. THEIR FATES ARE SEALED NOW, TOO.
GOOD-BYE, PSYCHOPATHS--
--AND GOOD RIDD--
AAK!

YOU DID SMELL A RAT, EH, VERMIN?
NO OFFENSE INTENDED...
THIS MEANS FREEDOM--FOR US, AT LEAST.
NO, BROCK.
TIK
SHVOOOM
THE ELEVATOR--!
FLAK
FLAK
AND NOW ADAMANTIUM PLATES ARE BLOCKING UP THE SHAFT.
RETRACT 'EM.
CAN'T BE DONE.
WE'RE ALL TRAPPED HERE NOW.
YOU'RE GOING TO REGRET THIS, TRU. WE GUARANTEE IT.
I--I'M GOING TO DIE HERE...
ALONG WITH THEM.

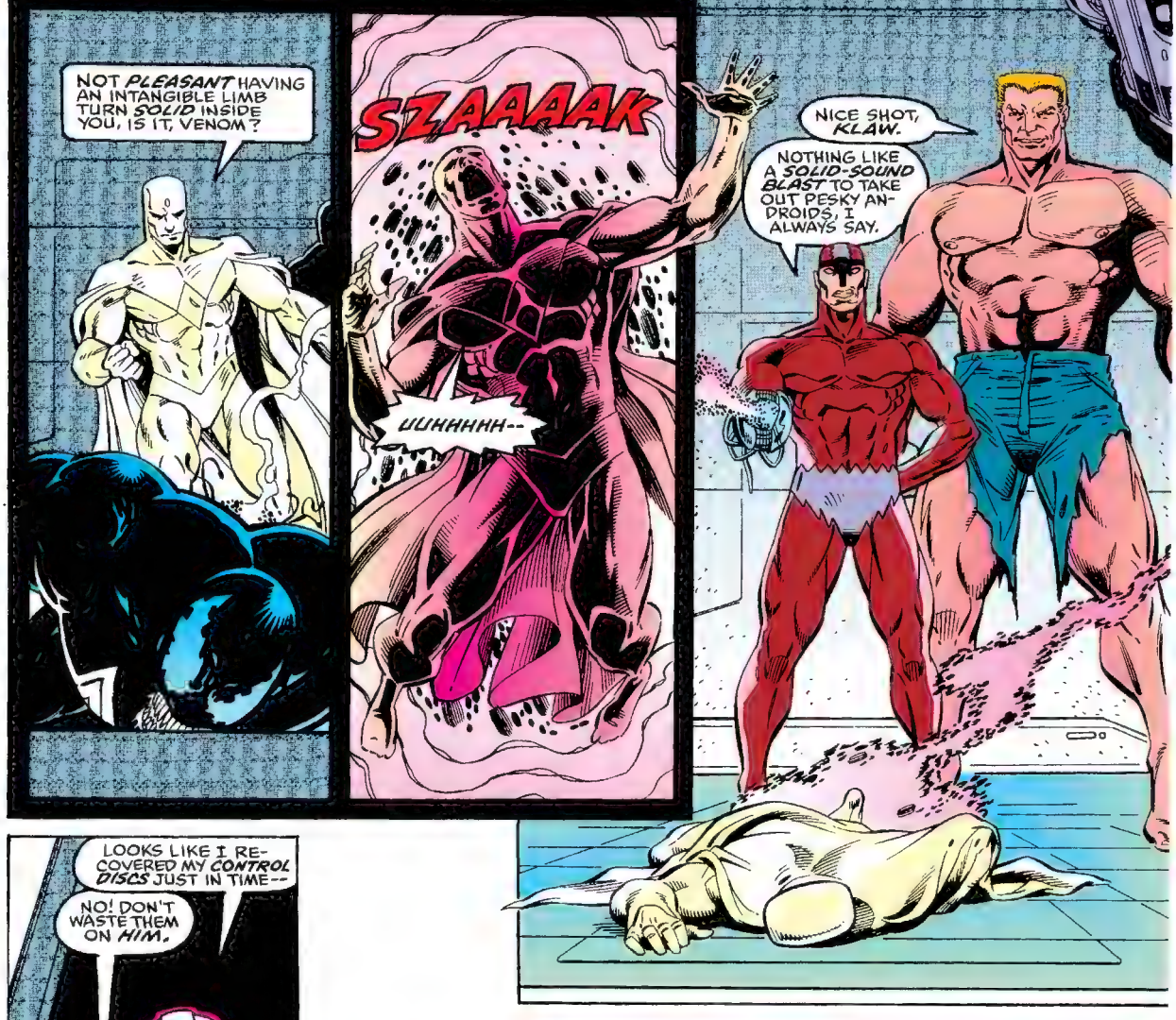
ABOVE.
ARE YOU SURE MARSH IS HERE, MS. BREWSTER?
HE WAS JUST A FEW MINUTES AGO, CAPTAIN.
ON THAT MONITOR-- GIBBERISH FLASHING?
CODE.
ONE I'VE NEVER SEEN.
LET'S SEE IF MY ARMOR'S COMPUTERS CAN SORT IT OUT...
YES...
...I'VE CRACKED IT--!
BOMB ACTIVATED
15:02.07 TO DETONATION
KILL ZONE: 1.5 SQUARE MILES
ALMOST WISH I HADN'T...
LET ME EXPAND THIS LAPTOP I HAD IN MY POCKET...
...AND CONFIRM.
AND...
YES, THERE'S A MASSIVE EXPLOSIVE DOWN BELOW. AND IT IS ARMED.
MS. BREWSTER-- WHERE IS IT?
I HAD NO IDEA IT EVEN EXISTED.
IT COULD BE...
...ANYWHERE...

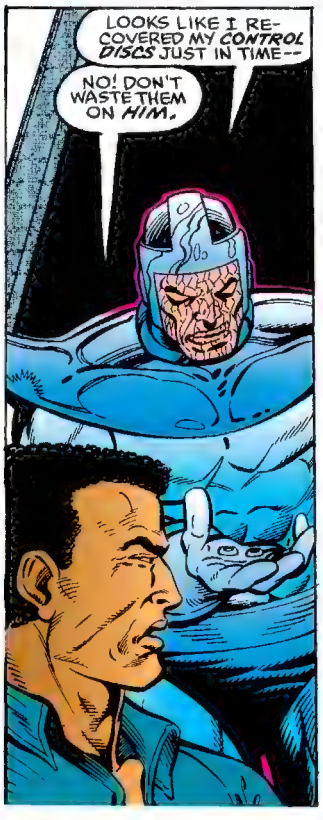

UNDERGROUND.
AS AVALANCHE DIGS WITH ONE HAND AND SHOOTS THE DEBRIS UP TO THE SURFACE WITH THE OTHER...
...PYRO FUSES THE TUNNEL WALLS SMOOTH, WHILE THE BLOB SUPPORTS THE AREAS PYRO HAS NOT GOTTEN TO.
BE ALERT! IF ANY INMATES SHOULD BE SNEAKING UP...!
I SENSE NO ONE, MYSTIQUE.
COULD IT BE ANY HOTTER IN HERE?
SORRY, OLD BOY.
WHAT A JOKE THIS IS! WE'RE RISKIN' OUR FOOL NECKS-- FOR A WORLD THAT'S ALWAYS GONNA THINK OF US AS VILLAINS, ANYWAY.
SPEAK FOR YOURSELF, BLOB. YOU ARE A VILLAIN-- JUST ONE WHO GOT A LUCKY BREAK.
NOW, ME AND CRIMSON COMMANDO-- WE WERE REAL HEROES.
ENOUGH!
CONCENTRATE ON THE JOB AT HAND.
BEEP BEEP BEEP

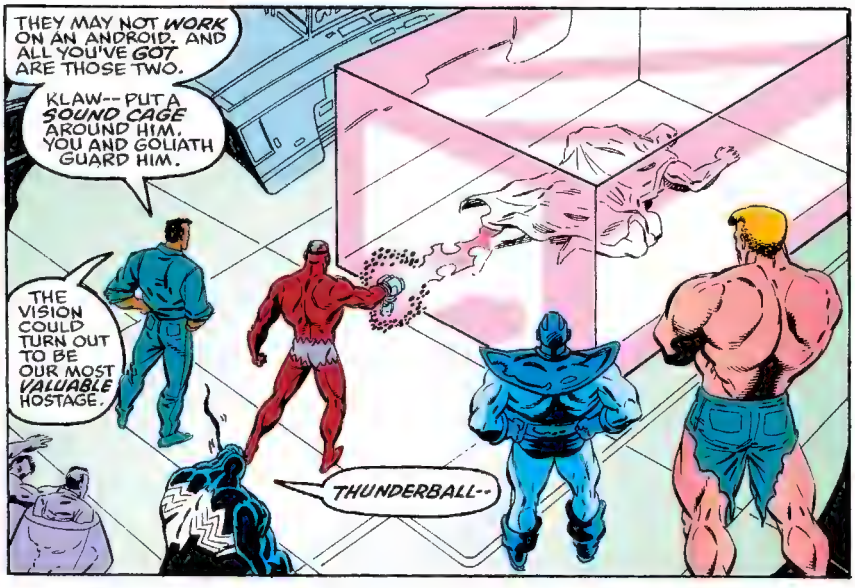
BEEP BEEP BEEP
YES?
MYSTIQUE. THIS IS HENRY PYM.
AH. HAVE THE AVENGERS FINALLY DEIGNED TO HELP--?
THERE'S A BOMB. THE ENTIRE PLACE IS SET TO BLOW IN FIFTEEN MINUTES. AS OF YET, WE CAN'T TURN IT OFF.
WHAT--?!
WE'RE GOING DOWN TO TRY AND DEFUSE IT. YOUR TEAM WILL HAVE TO DECIDE WHAT YOU'RE GOING TO DO.
LET'S GET THE BLAZES OUT OF--
UNH--!
SPL
OOSHH
IT SOUNDED LIKE--
--THE OCEAN...?
AND THEN CONTACT WAS BROKEN.
DOESN'T MATTER. IRON MAN AND I HAVE THE MOST TECHNICAL KNOWLEDGE. WE'LL HAVE TO GO DOWN THERE--FIND THE BOMB--AND NEUTRALIZE IT.
IF IT CAN BE NEUTRALIZED.
THE REST OF US WILL HAVE TO CONTAIN THE INMATES AND RESCUE THE HOSTAGES.
CAP--WOULD THIS BE THE APPROPRIATE TIME TO PANIC?


PROBABLY, JENNIFER.
BUT WE CAN'T AFFORD THAT LUXURY.
GUESS I WAS ABSENT THE DAY YOU WENT OVER THAT.
MS. BREWSTER--CAN YOU PROVIDE US WITH BLUE-PRINTS OF THE VAULT?
I-- I CAN'T. THEY'RE TOP SECRET...
"--I THINK YOU SHOULD RECONNOITER DOWN THERE FOR US."
LADY--THAT COULD SOON BE A VERY MOOT POINT--
DON'T TRY TO INTIMIDATE ME, MS. WALTERS.
EASY, LADIES. WE'RE ON THE SAME SIDE.
THE SHE-HULK DOES HAVE A POINT, THOUGH, MS. BREWSTER...
YES... OF COURSE... I'M JUST A LITTLE... NERVOUS.
YOU'N ME BOTH, HON.
SHORTLY...
HERE, DR. PYM. THE PLANS ARE ALL ON THIS DISK.
THANK YOU.
OKAY, FOLKS. GATHER 'ROUND. WE'VE GOT TO FORMULATE A PLAN-- VERY QUICKLY.
BUT WHILE THE REST OF US DO THAT, VISION--
THE ANDROID AVENGER COMPLIES AND, WITHIN SECONDS, HAS TURNED INTANGI-BLE AND SINKS THROUGH THE VERY EARTH...

...AND, SOON...
LOOKS LIKE MOST OF THE INMATES ARE IN THIS CENTRAL AREA.
AND IT SOUNDS LIKE THEY REALIZE THAT THE VAULT IS TOO WELL-SECURED FOR THEM TO ESCAPE INDIVIDUALLY.
THEY'RE ACTING AS A UNIT. THAT COULD BE THEIR GREATEST STRENGTH-- AND THEIR GREATEST VULNERABILITY!
I'D BETTER HEAD--
MARSH! HE'S HERE--! A HOSTAGE!
LOOK WHO I GOT, BREWSKI!
MR. MARSH!
BROCK. THERE'S A BOMB. THE PLACE IS SET TO BLOW.
YOUR ONLY HOPE IS SURRENDER.
YOU'RE LYING. MARSH'D NEVER COME DOWN HERE IF THERE WAS!
OOP. ANOTHER FIVE MINUTES'RE UP.
C'MERE, MILLER.
MARSH'S TOO IMPORTANT TO OFF YET. BUT YOU...
GNNF
NO...
NOOOO!
AAGH!


NOT PLEASANT HAVING AN INTANGIBLE LIMB TURN SOLID INSIDE YOU, IS IT, VENOM?
SZAAAAK
UUHHHHH--
NICE SHOT, KLAW.
NOTHING LIKE A SOLID-SOUND BLAST TO TAKE OUT PESKY ANDROIDS, I ALWAYS SAY.

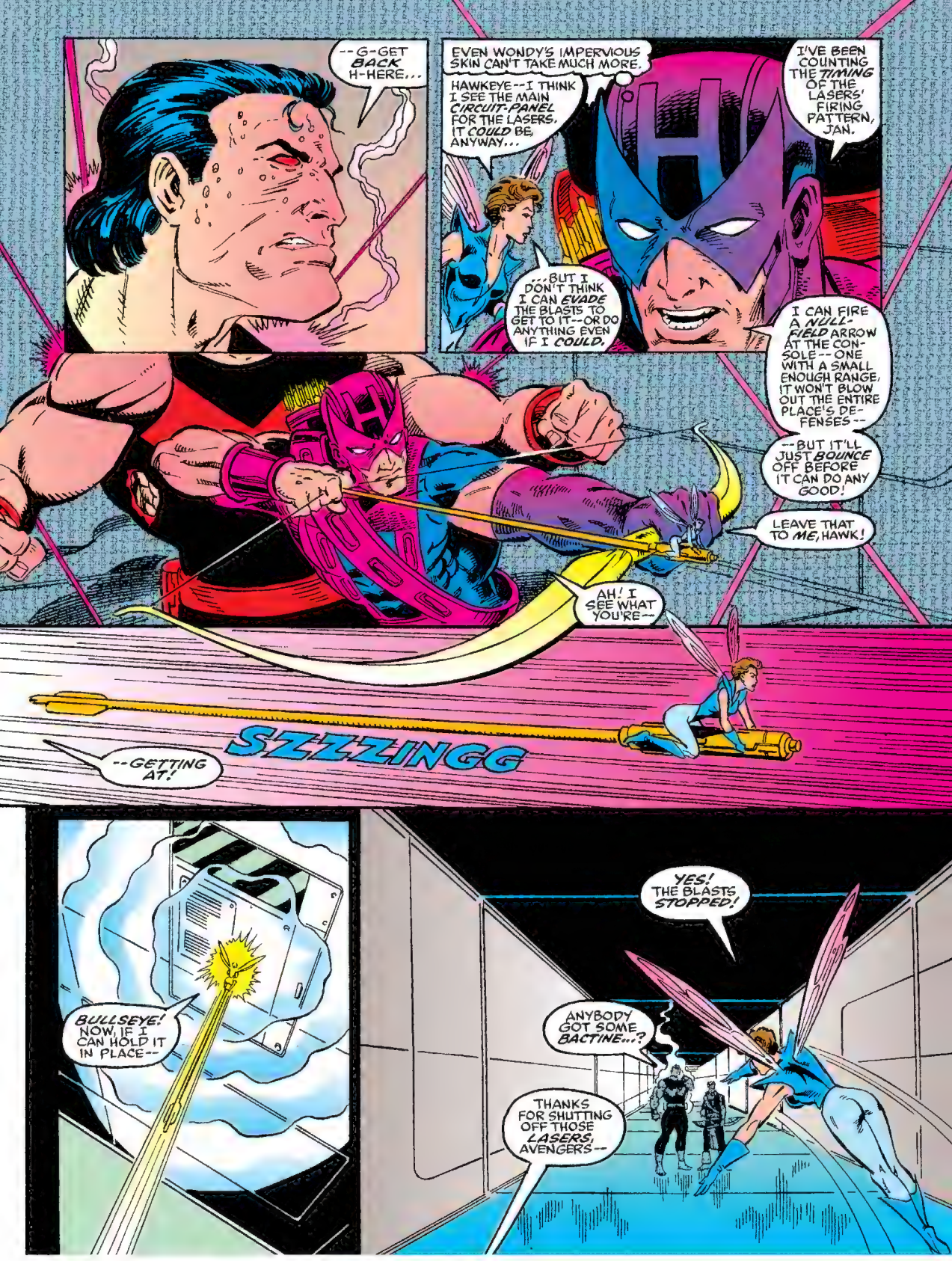

LOOKS LIKE I RECOVERED MY CONTROL DISCS JUST IN TIME--
NO! DON'T WASTE THEM ON HIM.

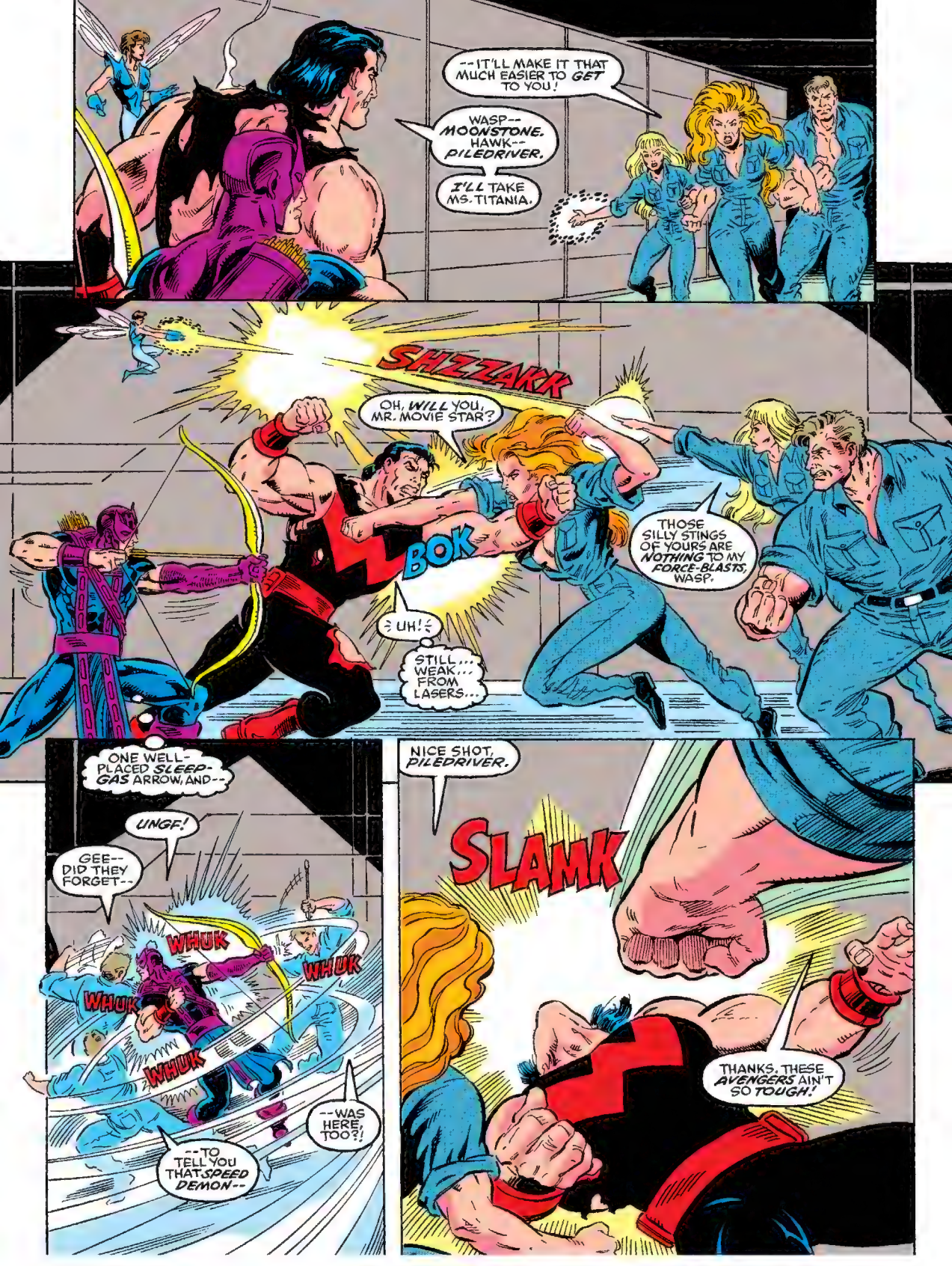

THEY MAY NOT WORK ON AN ANDROID. AND ALL YOU'VE GOT ARE THOSE TWO.
KLAW-- PUT A SOUND CAGE AROUND HIM. YOU AND GOLIATH GUARD HIM.
THE VISION COULD TURN OUT TO BE OUR MOST VALUABLE HOSTAGE.
THUNDERBALL--

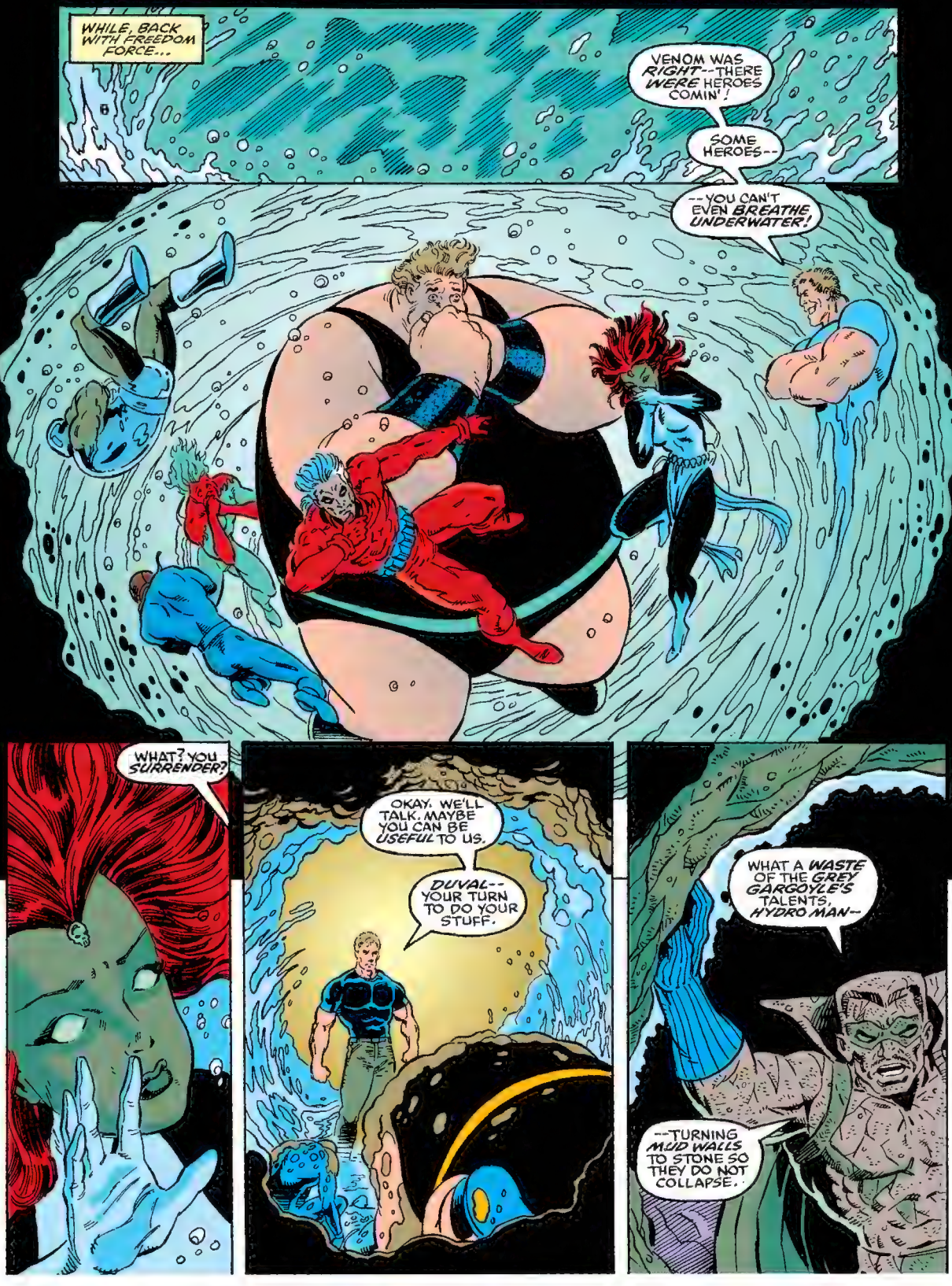
--WHO PUT YOU IN CHARGE OF THIS OPERATION?
GOD--
--WHEN HE GAVE ME A BRAIN--
--AND THE STRENGTH TO BACK IT UP.
I'M IN CHARGE HERE. I'M THE ONE WHO SET YOU FREE--WHO STARTED THIS WHOLE THING--!
YOU DON'T GIVE ANYONE ORDERS!
YOU'RE PLAYING THIS ALL WRONG, BROCK. THE AVENGERS ARE SOMEWHERE AROUND. THERE MAY OR MAY NOT BE A BOMB. AND YOU JUST WANT TO SIT HERE AND NEGOTIATE.
I SAY WE NEED A DIFFERENT LEADER--
--AND I NOMINATE MYSELF!
I'LL KILL YOU! I'LL--
SKIZZAKK
ENOUGH!

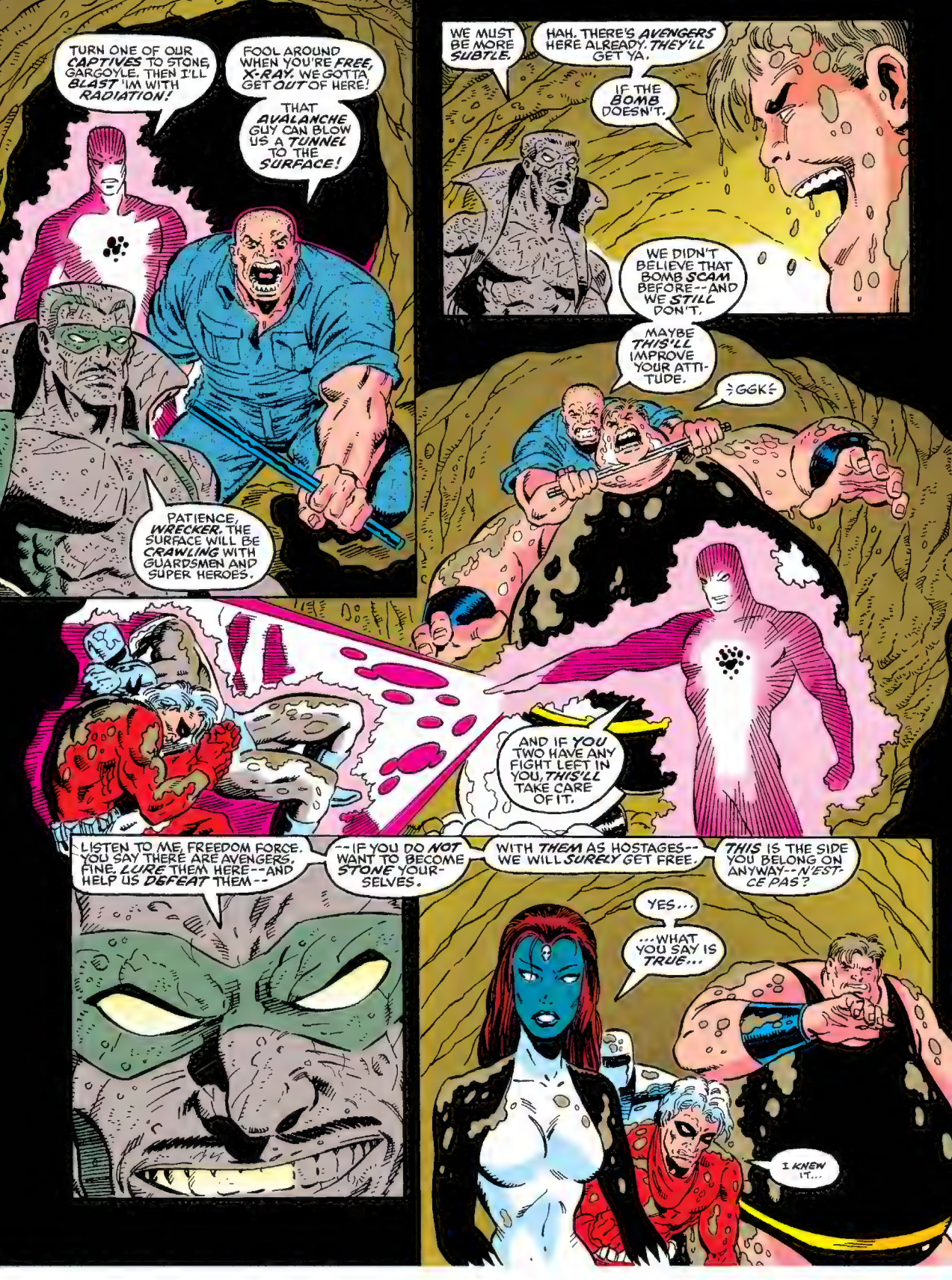
I MAY NOT BE AS SMART AS EITHER OF YOU--BIG-TIME JOURNALIST--HOTSHOT SCIENTIST.
BUT EVEN I CAN SEE THAT FIGHTING AMONG OURSELVES IS JUST PLAYING INTO THE FEDS' HANDS.
WE'VE GOT TO STICK TOGETHER.
I SAY MY PLAN'S GOING TO WORK, ELECTRO. THEY WON'T LET MARSH AND THE VISION DIE.
WE MAKE ANY KIND OF BREAK--AND WE'RE GOING TO RUN RIGHT INTO A TRAP.
WE'RE IN THE TRAP, BROCK. BUT I'LL NEVER CONVINCE YOU.
I SAY ACTION TAKEN WITH INTELLIGENCE BEHIND IT--MY INTELLIGENCE--WILL FIND A WAY OUT.
WHO'S WITH ME?
I AM.
ME, TOO.
HEH. THAT'S YOUR WHOLE TEAM, FRANKLIN.
YOU'LL SEE! YOU'LL STILL BE IN STIR WHILE I'M RELAXING IN THE CARIBBEAN, SPIDER-MAN'S CORPSE BY MY SIDE.
SOUNDS LOVELY.
SKLANG
IRONCLAD--ELECTRO--COME ON. WE'LL HAVE TO SMASH THROUGH THE STUFF IN THIS VENT.
LISTEN UP! I NEED VOLUNTEERS TO FAN OUT AROUND THE CORRIDORS, IN CASE ANYONE ELSE COMES SNOOPING AROUND...

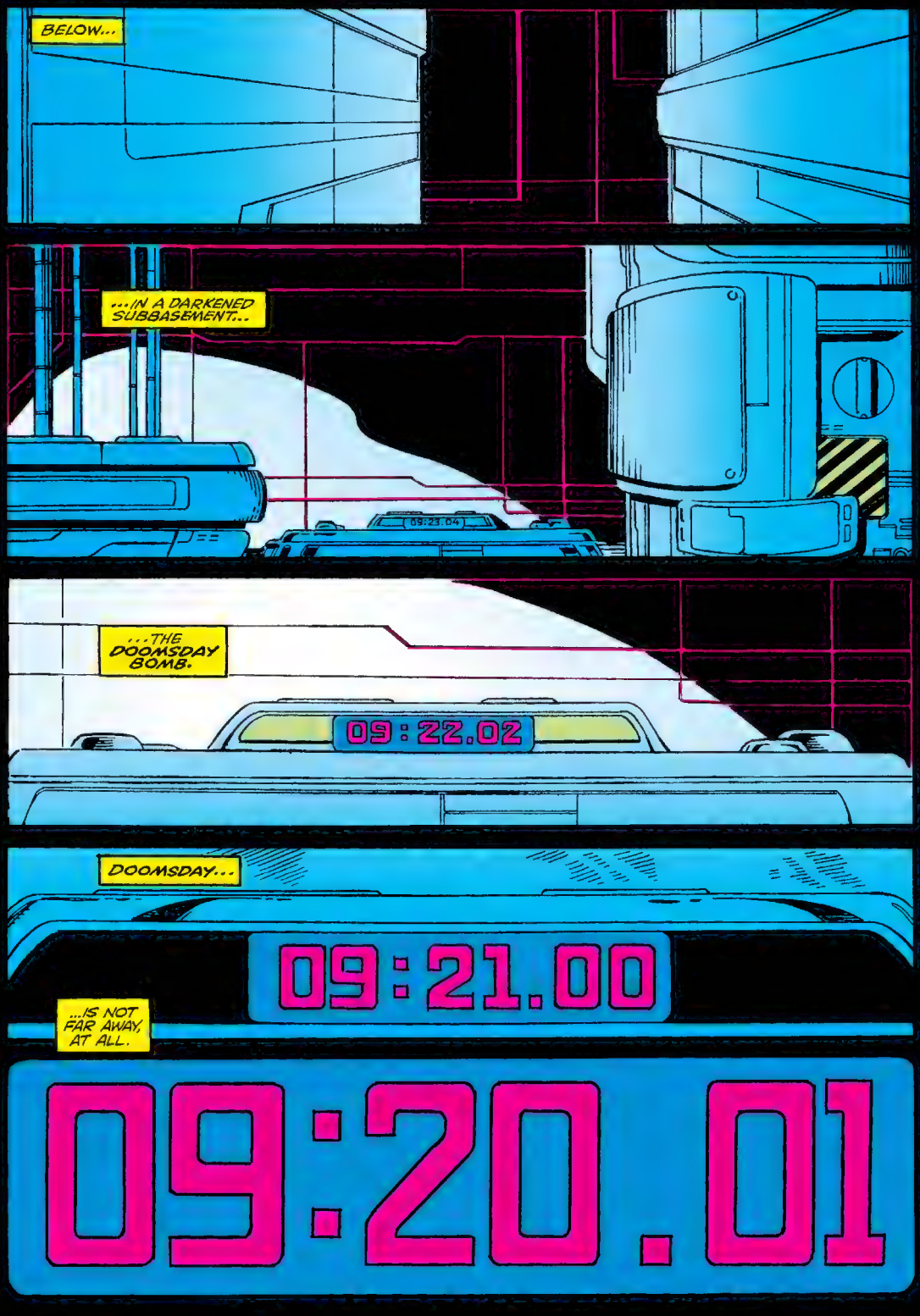
AND, IN A UTILITY TUNNEL A HUNDRED FEET ABOVE...
OKAY, SO WE'VE SPLIT INTO THREE TEAMS. IS THAT A PLAN?
UNDER THE CIRCUMSTANCES, SIMON--THE TIME FACTOR, THE CHAOS--IT'LL HAVE TO DO.
NOTHING TO IT. STOP THE CONVICTS, SAVE THE HOSTAGES--AND DON'T LET THE PLACE BLOW UP.
AND DON'T MAKE ANY MISTAKES.
I'M AFRAID VISION MIGHT HAVE. THE INMATES MUST'VE GOTTEN HIM.
WE'LL FIND HIM. BUT STAY ALERT.
THE SAME DEFENSES DESIGNED TO KEEP CONS FROM GETTING OUT--
--COULD ALSO NAIL US SNEAKING--
--IN!
UH-OH.
KLIK
LASERS!
I ≥UNH≤ CAN PROTECT YOU TWO FROM 'EM FOR A LITTLE WHILE ≥UNH≤--
BUT WE NEED TO DISARM THEM, SIMON. I KNOW.
I'LL SHRINK DOWN TO WASP-SIZE--
--AND ZAP THE BLASTERS WITH MY STINGS!
SZZAK
NO DICE! THEY'RE TOO WELL-SHIELD--
AAGH!
JAN--

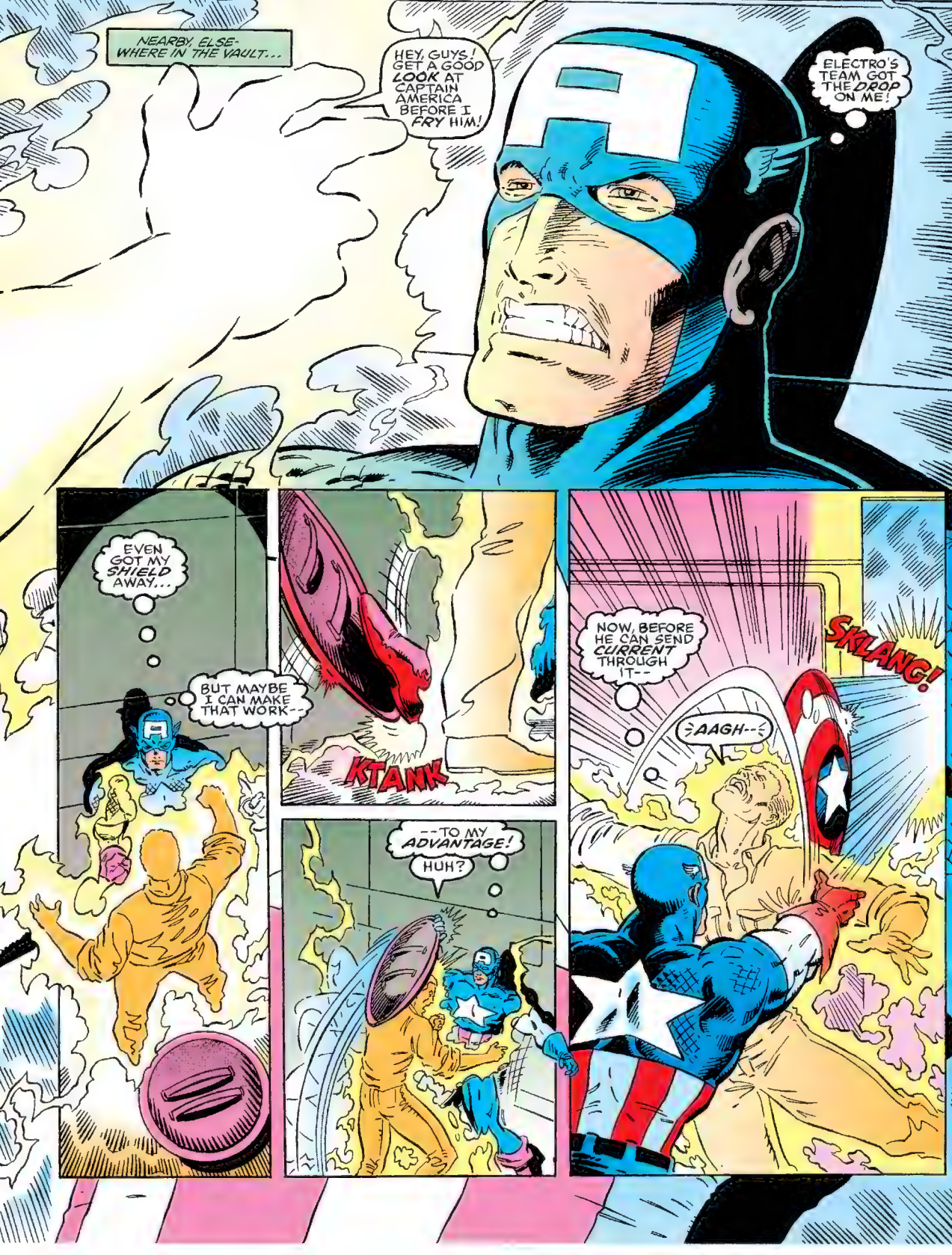

--G-GET BACK H-HERE...
EVEN WONDY'S IMPERVIOUS SKIN CAN'T TAKE MUCH MORE.
HAWKEYE--I THINK I SEE THE MAIN CIRCUIT-PANEL FOR THE LASERS. IT COULD BE, ANYWAY...
I'VE BEEN COUNTING THE TIMING OF THE LASERS' FIRING PATTERN, JAN.
...BUT I DON'T THINK I CAN EVADE THE BLASTS TO GET TO IT--OR DO ANYTHING EVEN IF I COULD.
I CAN FIRE A NULL-FIELD ARROW AT THE CONSOLE--ONE WITH A SMALL ENOUGH RANGE, IT WON'T BLOW OUT THE ENTIRE PLACE'S DEFENSES--
--BUT IT'LL JUST BOUNCE OFF BEFORE IT CAN DO ANY GOOD!
LEAVE THAT TO ME, HAWK!
AH! I SEE WHAT YOU'RE--
SZZZINGG
--GETTING AT!
BULLSEYE! NOW, IF I CAN HOLD IT IN PLACE--
YES! THE BLASTS STOPPED!
ANYBODY GOT SOME BACTINE...?
THANKS FOR SHUTTING OFF THOSE LASERS, AVENGERS--


--IT'LL MAKE IT THAT MUCH EASIER TO GET TO YOU!
WASP--MOONSTONE. HAWK--PILEDRIVER.
I'LL TAKE MS. TITANIA.
SHZZAKK
OH, WILL YOU, MR. MOVIE STAR?
BOK
THOSE SILLY STINGS OF YOURS ARE NOTHING TO MY FORCE-BLASTS, WASP.
UH!
STILL... WEAK... FROM LASERS...
ONE WELL-PLACED SLEEP-GAS ARROW, AND--
UNGF!
GEE--DID THEY FORGET--
WHUK
WHUK
WHUK
WHUK
--WAS HERE, TOO?!
--TO TELL YOU THAT SPEED DEMON--
NICE SHOT, PILEDRIVER.
SLAMK
THANKS, THESE AVENGERS AIN'T SO TOUGH!


WHILE, BACK WITH FREEDOM FORCE...
VENOM WAS RIGHT--THERE WERE HEROES COMIN'!
SOME HEROES--
--YOU CAN'T EVEN BREATHE UNDERWATER!
WHAT? YOU SURRENDER?
OKAY. WE'LL TALK. MAYBE YOU CAN BE USEFUL TO US.
DUVAL--YOUR TURN TO DO YOUR STUFF.
WHAT A WASTE OF THE GREY GARGOYLE'S TALENTS, HYDRO MAN--
--TURNING MUD WALLS TO STONE SO THEY DO NOT COLLAPSE.


TURN ONE OF OUR CAPTIVES TO STONE, GARGOYLE. THEN I'LL BLAST 'IM WITH RADIATION!
FOOL AROUND WHEN YOU'RE FREE, X-RAY. WE GOTTA GET OUT OF HERE!
THAT AVALANCHE GUY CAN BLOW US A TUNNEL TO THE SURFACE!
PATIENCE, WRECKER. THE SURFACE WILL BE CRAWLING WITH GUARDSMEN AND SUPER HEROES.
WE MUST BE MORE SUBTLE.
HAH. THERE'S AVENGERS HERE ALREADY. THEY'LL GET YA.
IF THE BOMB DOESN'T.
WE DIDN'T BELIEVE THAT BOMB SCAM BEFORE--AND WE STILL DON'T.
MAYBE THIS'LL IMPROVE YOUR ATTI-TUDE.
÷GGK÷
AND IF YOU TWO HAVE ANY FIGHT LEFT IN YOU, THIS'LL TAKE CARE OF IT.
LISTEN TO ME, FREEDOM FORCE. YOU SAY THERE ARE AVENGERS, FINE. LURE THEM HERE--AND HELP US DEFEAT THEM--
--IF YOU DO NOT WANT TO BECOME STONE YOUR-SELVES.
WITH THEM AS HOSTAGES--WE WILL SURELY GET FREE.
THIS IS THE SIDE YOU BELONG ON ANYWAY--N'EST-CE PAS?
YES...
...WHAT YOU SAY IS TRUE...
I KNEW IT...


BELOW...
...IN A DARKENED SUBBASEMENT...
09:23.04
...THE DOOMSDAY BOMB.
09:22.02
DOOMSDAY...
09:21.00
...IS NOT FAR AWAY, AT ALL.
09:20.01


NEARBY, ELSEWHERE IN THE VAULT...
HEY, GUYS! GET A GOOD LOOK AT CAPTAIN AMERICA BEFORE I FRY HIM!
ELECTRO'S TEAM GOT THE DROP ON ME!
EVEN GOT MY SHIELD AWAY...
BUT MAYBE I CAN MAKE THAT WORK--
KTANK
--TO MY ADVANTAGE!
HUH?
NOW, BEFORE HE CAN SEND CURRENT THROUGH IT--
SKLANG!
AAGH--

AND HERE'RE HIS PARTNERS, CAP!
SBWONG
WE FOUND YOU JUST IN TIME!
PERFECTLY DONE, JEN! RIGHT INTO ELECTRO!
WHAM

WOW. YOU'D THINK WE WERE A TEAM OR SOMETHING.
SO, WHAT NOW? WAKE 'EM AND TRY TO DOPE OUT WHAT'S GOING ON, OR--
SKZZKK
MY COMMUNI-CATOR--!

AVENGERS, THIS IS MYSTIQUE. WE'VE SUSTAINED SOME INJURIES. NEED YOUR HELP. DO YOU COPY?

WE'RE NEARBY. BE RIGHT THERE. OUT.
CAP, DO YOU THINK... COULD THEY HAVE GONE OVER?
THIS IS CAPTAIN AMERICA, MYSTIQUE. YES, I COPY.
WE'RE AT SECTOR VK-17.
I'D LIKE TO THINK NOT, JEN...

"...BUT WE'D BETTER BE READY FOR *ANYTHING*."
VENOM'S COMMAND CENTRAL.
TIME FOR ANOTHER HOSTAGE TO *DIE*, BREWSTER --UNLESS YOU *ACCEDE* TO OUR DEMANDS.
RELEASE THE HOSTAGES, BROCK. *THEN* WE NEGOTIATE.
THEN HIS *BLOOD* WILL BE ON YOUR--
AAAAGH!
KWOMM
TH-THANK GOD...
UNF
ARMADILLO--! WHY?
RHINO, SCARECROW, AND MYSELF-- ALL *WE* WANT IS TO SERVE OUT OUR TIME AND BE *DONE* WITH THIS PLACE.
SHUNK
I, PERSONALLY, CANNOT *ABIDE* HARMING HOSTAGES.
AND THE FEDS ARE TRYIN' TO GET THIS BLAMED *RHINO SKIN* REMOVED FOR ME. I DON'T WANT ANY *TROUBLE*.
SO YOUR STINT AS LEADER ENDS N--
NOOOOOO!
A *SOUND BLAST*--

KUKK
SHONG
"KLAW--AND THE CONTROLLER-- DID NOT LET ME DOWN."
YOU DIDN'T EVEN NEED TO PUNCH THEM, BASIL. MY BLAST ALONE KNOCKED THEM OUT.
BUT IT WAS VERY ENJOYABLE, ULYSSES.
THERE IS THAT...
YOU CRAWLING SLIME, YOU DESERVE TO DIE-- PAINFULLY AND SLOWLY.
HAH! THE BIG, BAD VENOM CAN'T SEEM TO KEEP HIS BREAKOUT UNDER CONTROL.
YOU'RE A JOKE, BROCK.
BROCK-- LISTEN TO ME--! THERE REALLY IS A BOMB--
--AND IT COULD GO OFF ANY--
SHUT UP, BREWSTER! SHUT UP!
SKRASH
HER BLUFF WON'T WORK--!
AND, AS FOR YOU, MARSH...
VRAK
...YOU'RE STILL VALUABLE TO US. BUT ONCE YOU LOSE THAT VALUE...
...YOU LOSE YOUR LIFE.

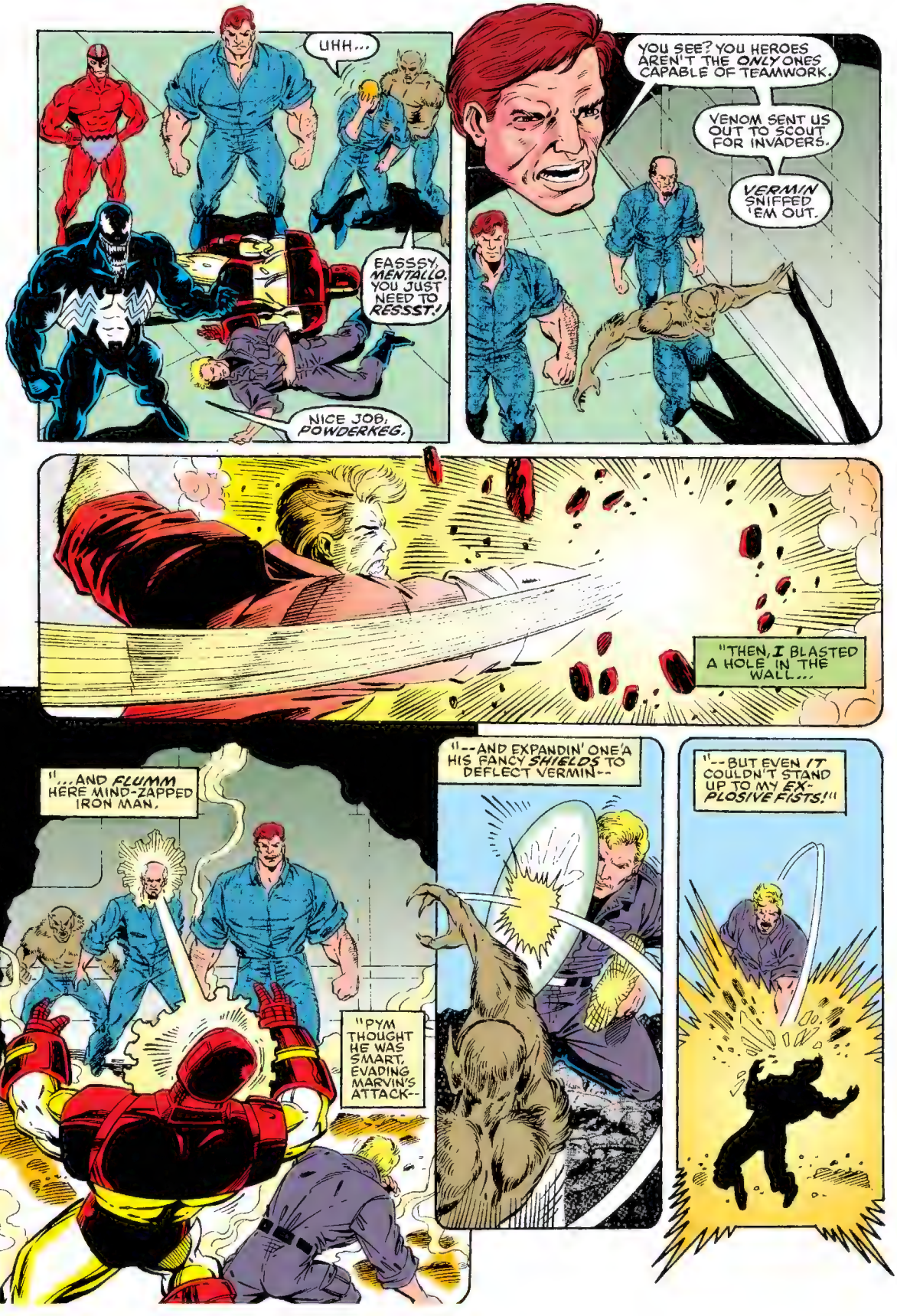
SOON...
THERE THEY ARE!
WHERE'S MYSTIQUE?
SHE'S INJURED... SO ARE COMMANDO AND SUPER SABRE.
WE NEED YOU TO HELP US MOVE THEM.
YOU NEED OUR HELP? YOU THREE LOOK PRETTY CAPABLE.
EASY, JEN.
CAP, SOMETHING STINKS ABOUT THIS...
I KNOW, JEN.
I KNOW.
THIS WAY, CAP...
...THEY'RE RIGHT INSI--

KLAMM
BWAKAMMM
FWAMM
HI, GUYS. WE HEARD THE SITUATION OVER THE *OPEN LINK* ON MYSTIQUE'S COMMUNICATOR. GOOD PLAN.
UH. THANKS.
MYSTIQUE...WHAT *WOULD* YOU HAVE DONE IF THE OTHERS HADN'T GOTTEN HERE IN TIME?
OH, WE WOULD'VE WORKED OUT SIGNALS WHEN YOU GOT CLOSE ENOUGH.
RIGHT.
I'M NOT TURNING MY BACK ON *ANY* OF THESE CREEPS.

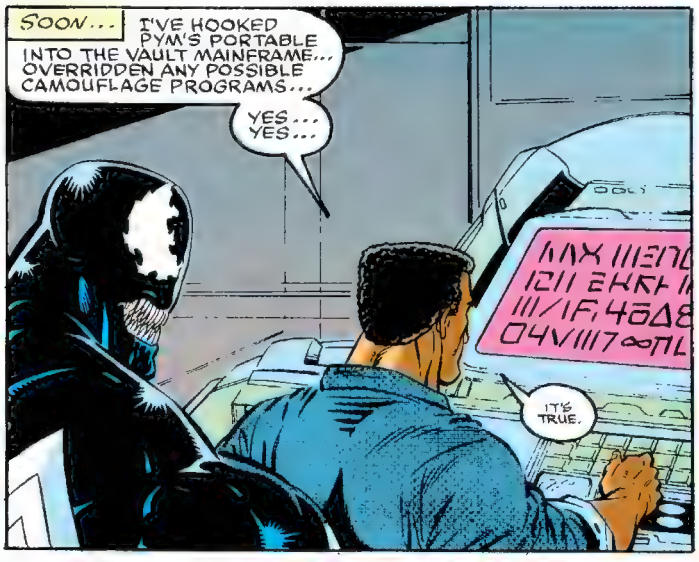
ELSEWHERE IN THE VAULT--
MMM, NEKRA...!
--OTHER PASSIONS PLAY THEMSELVES OUT.
IF THERE IS A BOMB, HYDE...
...LET'S GO OUT WITH A BANG.
GOOD IDEA.
BWOM
KWAK
CAN THEY SPEAK, BLOB?
YEAH, WE DIDN'T HIT 'EM TOO HARD.
HYDE--FOR THE SAKE OF YOUR OWN LIFE--TELL US WHAT VENOM'S PLANNING. WHAT'S HIS NEXT--
EVEN IF I KNEW, I'D NEVER TELL YOU!
EITHER WE GO FREE, CAPTAIN--OR YOU'RE GOING TO DIE HERE, ALONG WITH THE REST OF US.
NEKRA--WILL YOU HELP?
PTOO

YOU LOUSY--! TELL US!
A LITTLE HEAT TREAT-MENT MIGHT LOOSEN HYDE'S TONGUE--
--DON'TCHA THINK?
BLOB! PYRO! STOP!
STOP? STOP?
THE AVENGERS' WAY. WE'RE ALL GOING TO DIE.
WE'RE GONNA FIGHT A BUNCH'A KILLERS, WE GOTTA HAVE THE KILLER IN US.
BLOB, YOU IDIOT--!
THIS IS WHEN PRINCIPLES COUNT MOST, WHEN WE CAN'T DESCEND TO THEIR LEVEL.
LISTEN, WONDER SCOUT-- WE AIN'T GOT TIME FOR A DEBATE.
SO SHUT UP BEFORE I--
GENTLEMEN, GENTLEMEN-- NO NEED TO FIGHT AMONG YOURSELVES--

--ALTHOUGH IT IS SO AMUSING!
VENOM--MAYBE FACE-TO-FACE, YOU'LL SEE REASON. CO-OPERATE WITH US--SO WE CAN SAVE YOU.
YOUR LIES ARE USELESS, CAPTAIN.
YOU IDIOT, VENOM!
COME ON--
--LET'S NAIL THE CREEPS!
FOR ONCE, BLOB--I AGREE!
LET'S DO IT!
BEFORE YOU ATTACK, HEROES--AND PSEUDO-HEROES--
--PERHAPS YOU SHOULD CONSIDER THE SAFETY OF DR. PYM AND IRON MAN.
NO!
YOU WERE CLEVER, SPLITTING INTO TEAMS.
BUT NOT CLEVER ENOUGH.

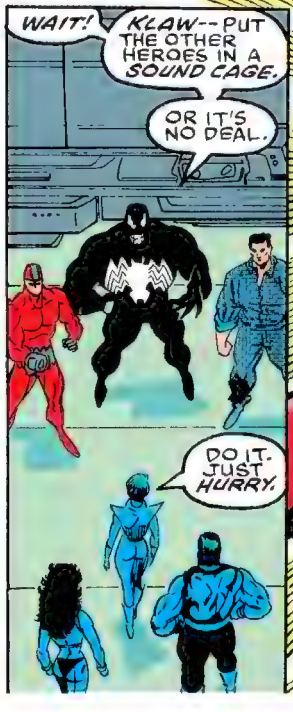

UHH...
EASSSY, MENTALLO. YOU JUST NEED TO RESSST.!
NICE JOB, POWDERKEG.
YOU SEE? YOU HEROES AREN'T THE ONLY ONES CAPABLE OF TEAMWORK.
VENOM SENT US OUT TO SCOUT FOR INVADERS.
VERMIN SNIFFED 'EM OUT.
"THEN, I BLASTED A HOLE IN THE WALL...
"...AND FLUMM HERE MIND-ZAPPED IRON MAN.
"PYM THOUGHT HE WAS SMART, EVADING MARVIN'S ATTACK--
"--AND EXPANDIN' ONE'A HIS FANCY SHIELDS TO DEFLECT VERMIN--
"--BUT EVEN IT COULDN'T STAND UP TO MY EX-PLOSIVE FISTS!!!

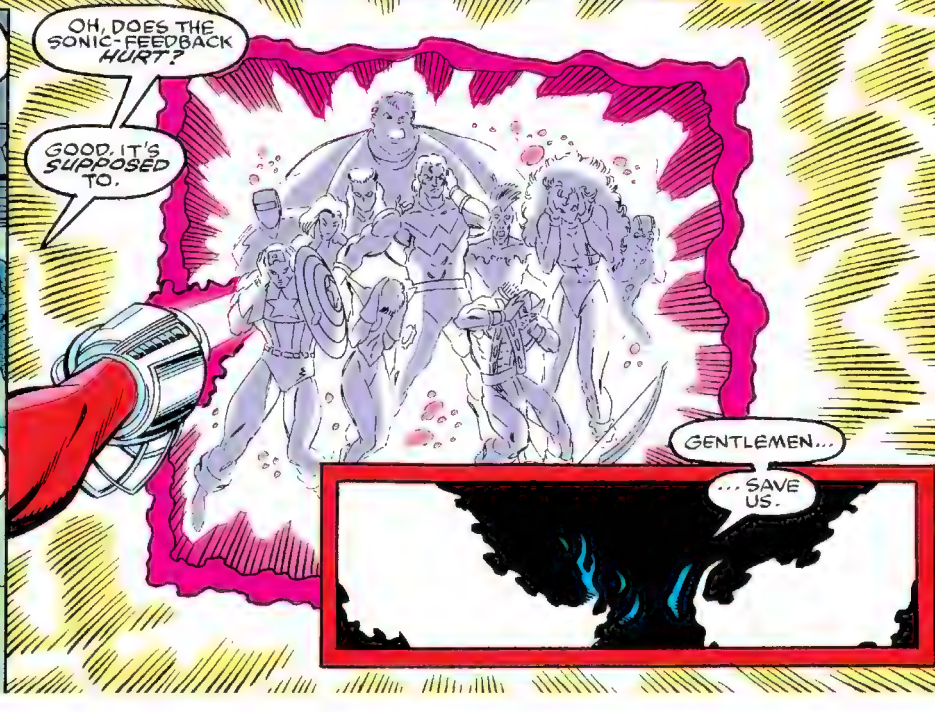
NICELY DONE, GENTLEMEN.
IF YOU WANT THESE TWO TO LIVE, YOU'LL ALL BE GOOD LITTLE HEROES--
--BECOME OUR HOSTAGES--
--AND MAKE OUR ESCAPE THAT MUCH EASIER.
VENOM--YOU FOOL--
--THERE IS NO ESCAPE.
THERE IS A BOMB--AND IT'LL BLOW ANY SECOND IF IRON MAN AND I DON'T DEFUSE IT. THAT'S WHY WE WERE ONE TEAM.
DOOMSDAY DEVICE ARMED 07:01.05
HERE. LOOK AT THE READOUT ON MY COMPUTER.
FANCY FIGURES ON A COMPUTER. BIG DEAL. THEY CAN BE FAKED--
--AND SMASHED!
WAIT! LET ME SEE THEM!
WHA--?
THUNDERBALL? YOU HAD YOUR CHANCE--AND FAILED.
FORGET OUR HATRED, BROCK. YOU KNOW I'M THE ONLY ONE HERE REALLY QUALIFIED TO TELL IF PYM'S LYING OR NOT.
ALL RIGHT... BUT I'M STILL IN CHARGE.
AGREED.


SOON...
I'VE HOOKED PYM'S PORTABLE INTO THE VAULT MAINFRAME... OVERRIDDEN ANY POSSIBLE CAMOUFLAGE PROGRAMS...
YES... YES...
IT'S TRUE.

THERE'S A BOMB. IT'S DUE TO GO OFF IN MINUTES.
IT'S GOT TO BE DEFUSED.

THAT LYING SCUM MARSH...
THUNDERBALL-- CAN YOU DO IT?
NOT ALONE.
IRON MAN AND I CAN.
NOT WITH-OUT ME.
ALL RIGHT, THEN. WITH YOU. LET'S GO.


WAIT!
KLAW-- PUT THE OTHER HEROES IN A SOUND CAGE.
OR IT'S NO DEAL.
DO IT. JUST HURRY.

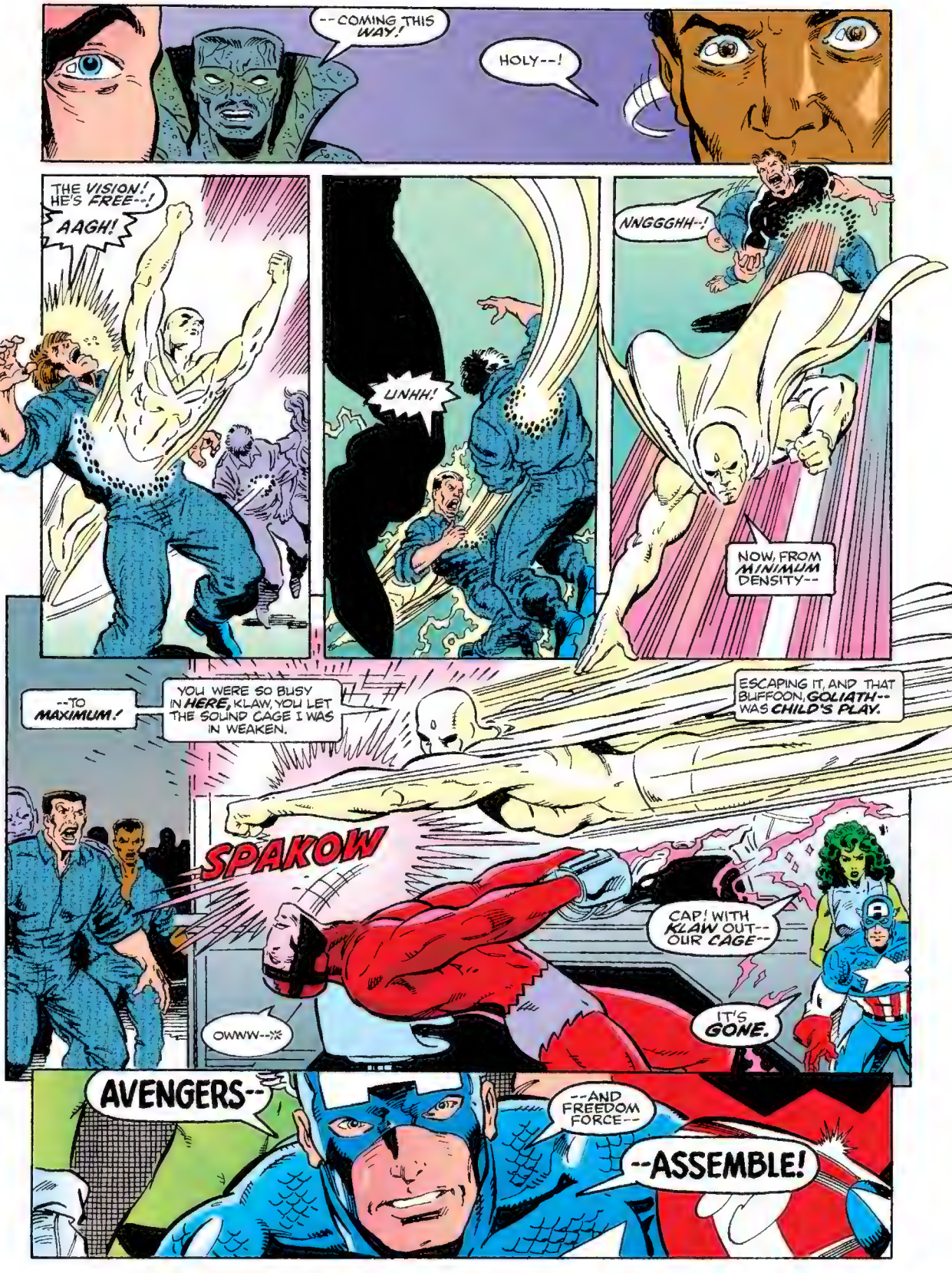

OH, DOES THE SONIC-FEEDBACK HURT?
GOOD. IT'S SUPPOSED TO.
GENTLEMEN...
... SAVE US.

AND...
SO WE'RE AGREED. THE QUICKEST WAY TO DO THIS--
--IF NOT THE SAFEST--
--IS TO REROUTE THE IONIC FLUX PATTERNS AND CROSS-CALIBRATE THE STASIS GENERATION COILS?
EASIER SAID THAN DONE.
THAT'S OUR JOB, HANK--
--TO DO REALLY STUPID THINGS LIKE THIS--
--NO MATTER WHAT HAPPENS TO US.
WELL, AT LEAST IF WE GO-- WE TAKE SOME DESERVING SLIME WITH US...
WHAT--?
YOU TWO'RE GOING TO SABOTAGE THIS, AREN'T YOU?!
YOU'RE GOING TO SET THE BOMB OFF --TAKE US ALL OUT!
THUNDERBALL! STOP.
FRANKLIN, LET HIM GO.
WE'RE ALL UNDER UNBELIEVABLE STRESS, RUNNING PARANOID.
WE HAVE NO INTENTION OF DYING HERE, OR OF LETTING ANYONE DIE.
WE'RE NOT GOING TO BETRAY YOU, I SWEAR IT.
OKAY...
OKAY...
BUT, EVEN AS THUNDERBALL RELEASES DR. PYM AND THE TRIO GETS BACK TO WORK...

...THE TENSION IN THE ROOM--
01:06.24
--IN THE ENTIRE PRISON--
--IS STILL NIGH UN-BEARABLE.
A TOUCH OF ONE WRONG WIRE TO ANOTHER...
00:47.02
...A SOLUTION TO A PROBLEM THAT COMES A SECOND TOO LATE...
00:11.03
...COULD EASILY SPELL CATA-CLYSMIC DIS-ASTER.
GENTLEMEN--
--THE TURN OF THIS DIAL--
--WILL TELL IF WE LIVE OR DIE.
00:02.05

00:00.01 DOOMSDAY DEVICE: DISARMED

MARSH--YOU *LIED* TO ME! TOLD ME THERE *WASN'T* ANY BOMB!
WE'RE GOING TO--
THUNDERBALL'S THE ONE WHO SAVED US!
HE'S THE ONE WHO OUGHTTA BE IN CHARGE!
THUNDERBALL? HE'S *NOTHING!*
I WOULD HAVE FOUND A WAY OUT OF ALL THIS!

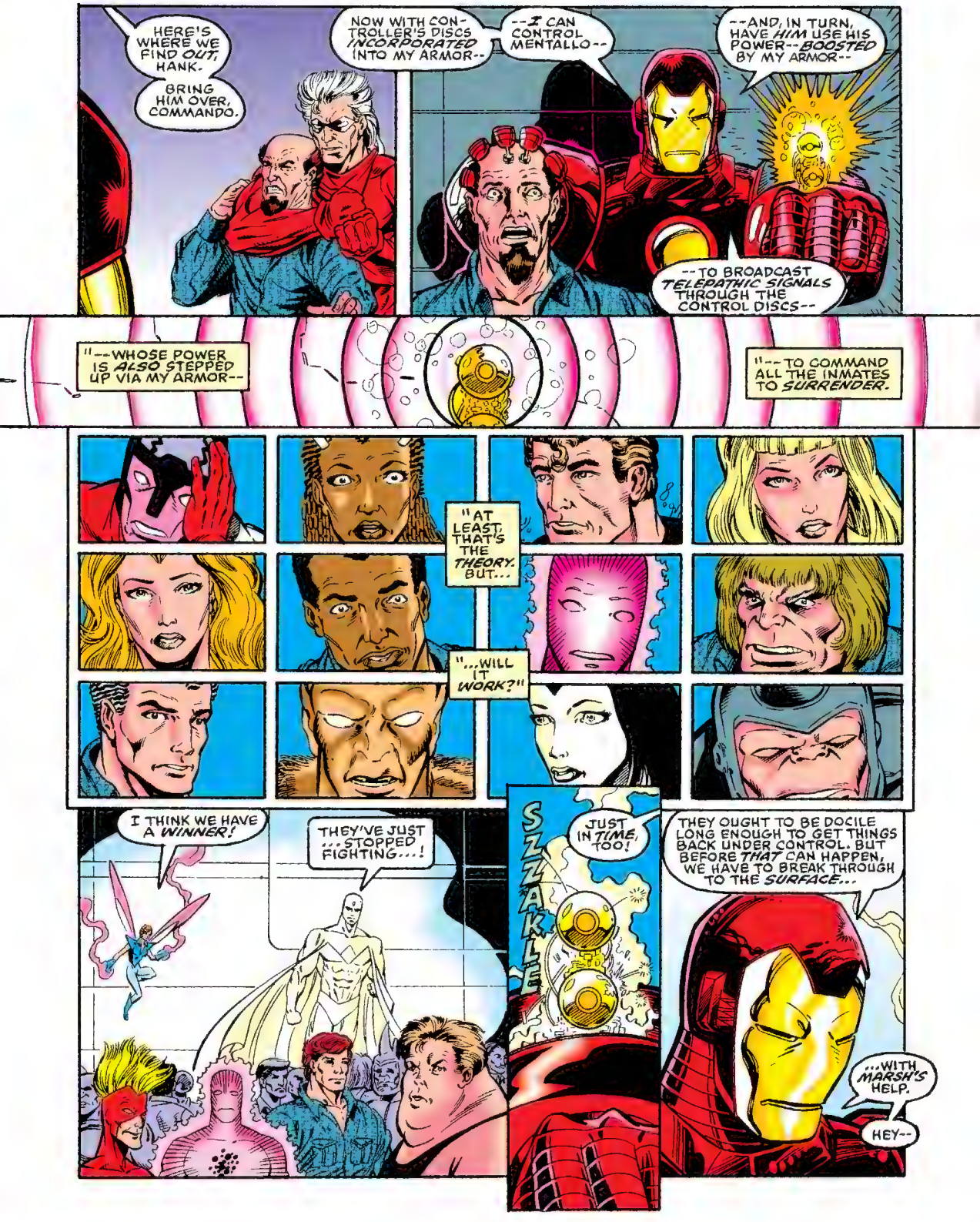

--COMING THIS WAY!
HOLY--!
THE VISION! HE'S FREE--!
AAGH!
UNHH!
NNGGGHH--!
NOW, FROM MINIMUM DENSITY--
ESCAPING IT, AND THAT BUFFOON, GOLIATH--WAS CHILD'S PLAY.
YOU WERE SO BUSY IN HERE, KLAW, YOU LET THE SOUND CAGE I WAS IN WEAKEN.
--TO MAXIMUM!
SPAKOW
CAP! WITH KLAW OUT--OUR CAGE--
IT'S GONE.
OWWW--※
AVENGERS--
--AND FREEDOM FORCE--
--ASSEMBLE!

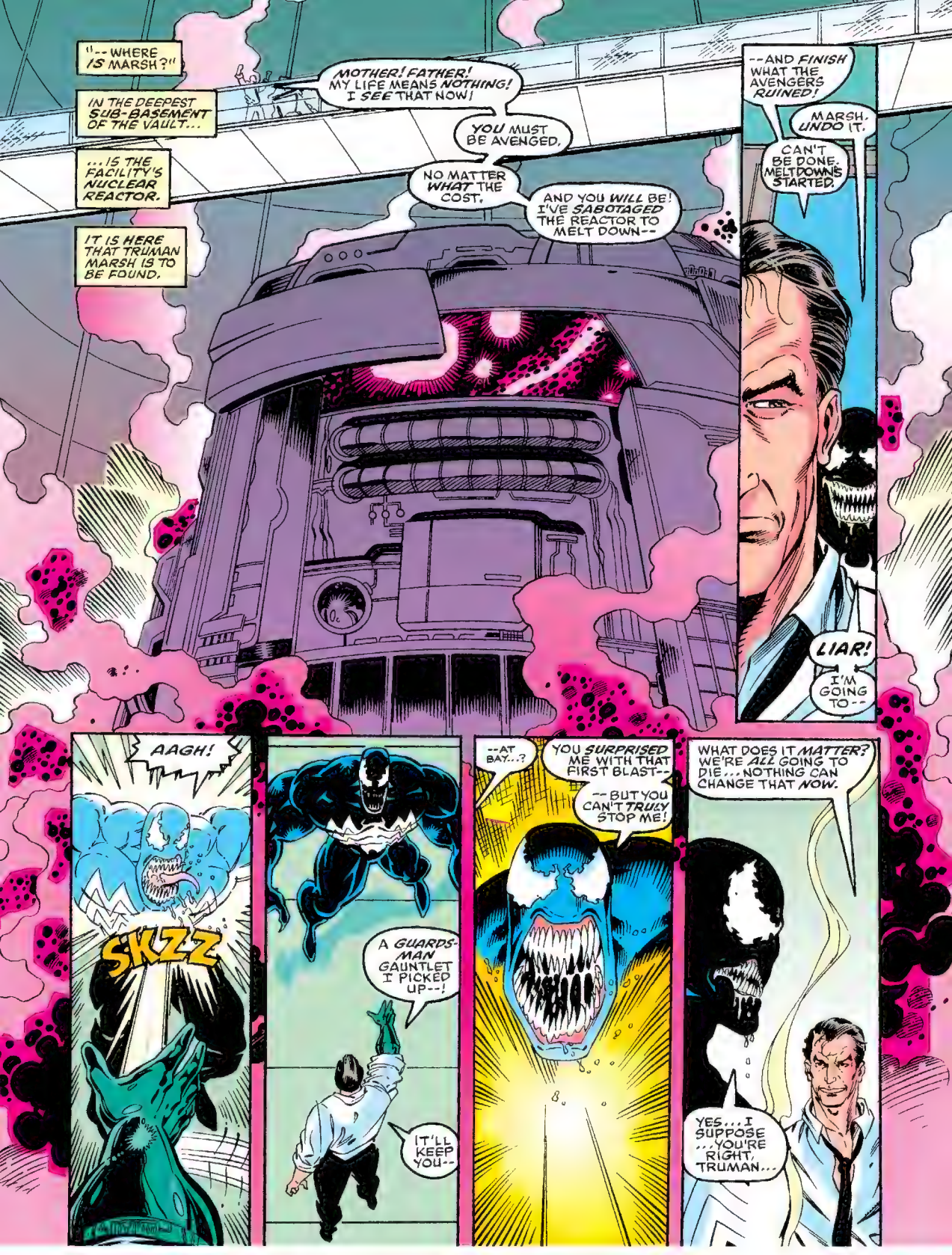
NOW THIS WAS WORTH ALMOST GETTIN' BLOWN UP FOR!
IT'S NOT OVER YET, BLOB. WE'RE BADLY OUT-NUMBERED.
THERE'RE A THOUSAND WAYS WE COULD STILL DIE DOWN HERE!
WE CAN'T THINK ABOUT THAT, JEN. WE'VE JUST GOT TO THINK ABOUT--

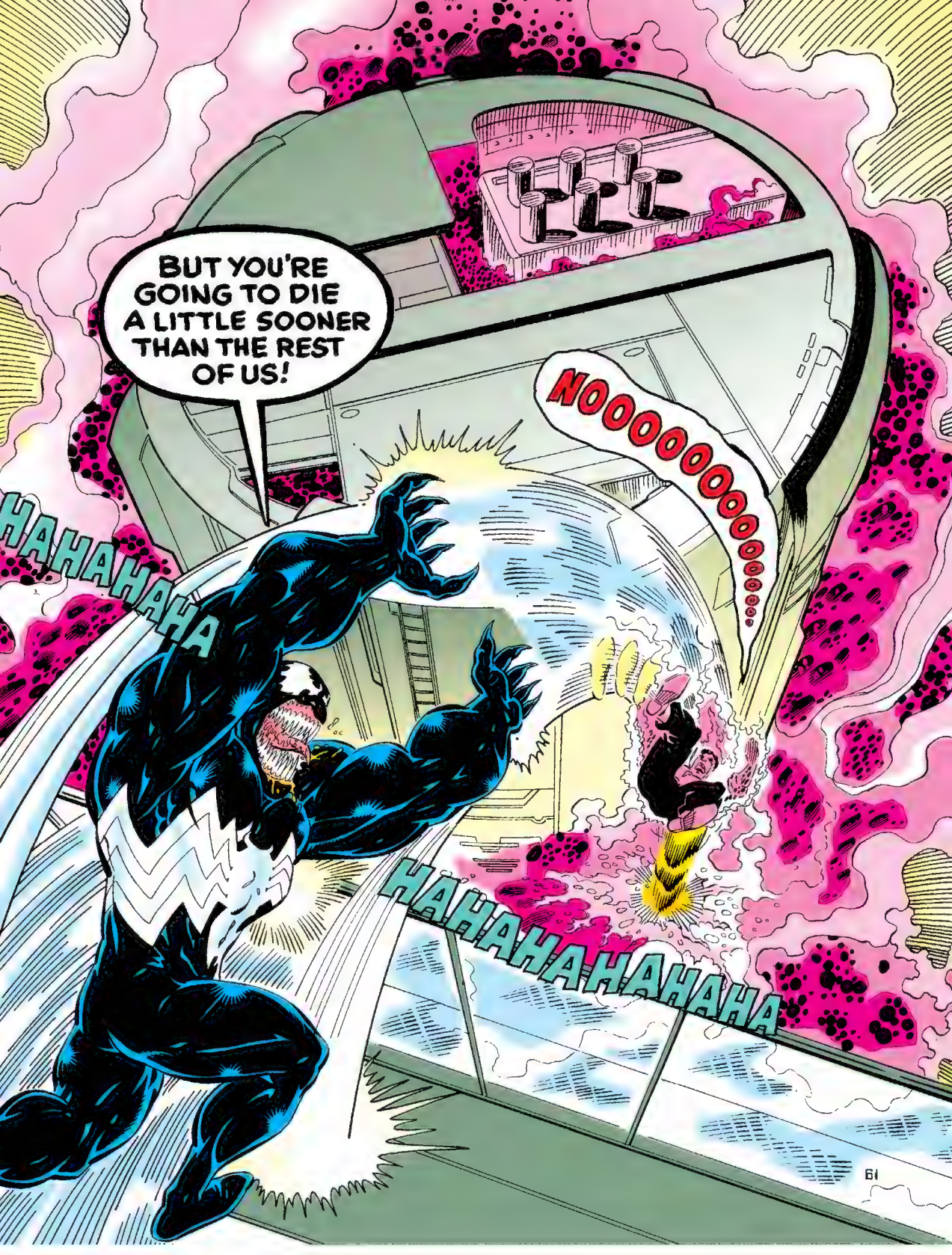
--PUTTING AN END TO THIS JAIL-BREAK NOW!!
KWAM
NICE TRY, X-RAY--
--BUT A LITTLE FIRE-RETARDANT FOAM CAN BLIND YOU AS WELL AS ANYBODY!
WE'RE FIGHTING AS HARD AS WE EVER HAVE--
--BUT THERE'S NO GETTING AROUND THEIR SHEER NUMBERS.
ARE WE DOOMED?

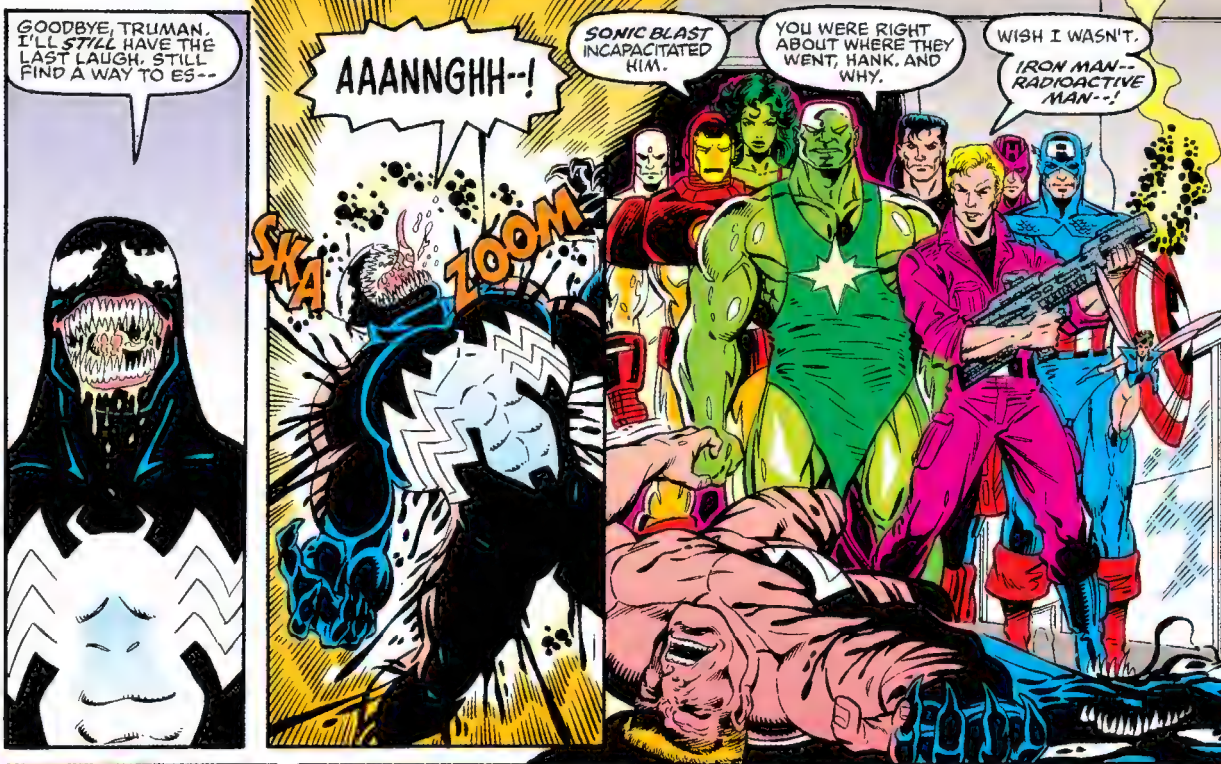
BATTLING THESE CONS IS ULTIMATELY FUTILE.
I THINK I'VE GOT A SOLUTION--
--BUT I'LL HAVE TO CHECK IT WITH HANK-- IF I CAN GET TO HIM!
MEANWHILE, UNSEEN BY ANYONE...
...TRUMAN MARSH SLIPS AWAY.
CORRECTION: UNSEEN BY ALMOST ANYONE.
LET THE OTHERS FIGHT A USELESS BATTLE. MARSH MUST KNOW A WAY OUT OF HERE...
...AND I'M GOING TO FOLLOW HIM...
...AND THEN MASH HIM INTO JELLY.

MEANWHILE, IRON MAN HAS FOUGHT HIS WAY TO PYM, AND TOGETHER, THEY RUN INTERFERENCE AS CRIMSON COMMANDO--
--HIS CONTROL OVER HIS MIND SUCH THAT HE IS UNDETECTABLE BY TELEPATHIC MEANS--
--EN-SNARES THE MAN CALLED MENTALLO!
ASK YOURSELF, FLUMM. CAN YOU AFFECT MY MIND--
--BEFORE I COLLAPSE YOUR WIND-PIPE?
WHILE...
UNF!
FWAZAK
YOU GOT 'IM SHELL-HEAD!
AND, WHAT'S MORE IM-PORTANT--
--HIS TWO CONTROL DISCS.
JEN, SIMON--BUY US SOME TIME TO IMPROVISE HERE!
YOU GOT IT, IRON MAN.
YOUR PLAN HAD BETTER WORK.
BECAUSE I SURE DON'T HAVE A FALL-BACK.

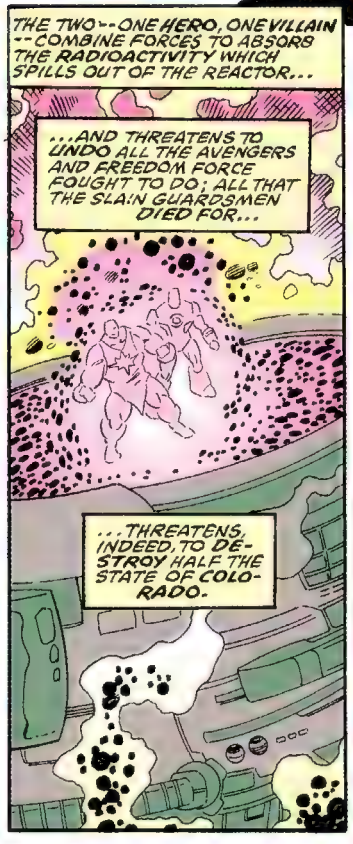

HERE'S WHERE WE FIND OUT, HANK.
BRING HIM OVER, COMMANDO.
NOW WITH CONTROLLER'S DISCS INCORPORATED INTO MY ARMOR--
--I CAN CONTROL MENTALLO--
--AND, IN TURN, HAVE HIM USE HIS POWER--BOOSTED BY MY ARMOR--
--TO BROADCAST TELEPATHIC SIGNALS THROUGH THE CONTROL DISCS--
"--WHOSE POWER IS ALSO STEPPED UP VIA MY ARMOR--
"--TO COMMAND ALL THE INMATES TO SURRENDER.
"AT LEAST THAT'S THE THEORY. BUT...
"...WILL IT WORK?"
I THINK WE HAVE A WINNER!
THEY'VE JUST ...STOPPED FIGHTING...!
SZZAKLEE
JUST IN TIME, TOO!
THEY OUGHT TO BE DOCILE LONG ENOUGH TO GET THINGS BACK UNDER CONTROL. BUT BEFORE THAT CAN HAPPEN, WE HAVE TO BREAK THROUGH TO THE SURFACE...
...WITH MARSH'S HELP.
HEY--

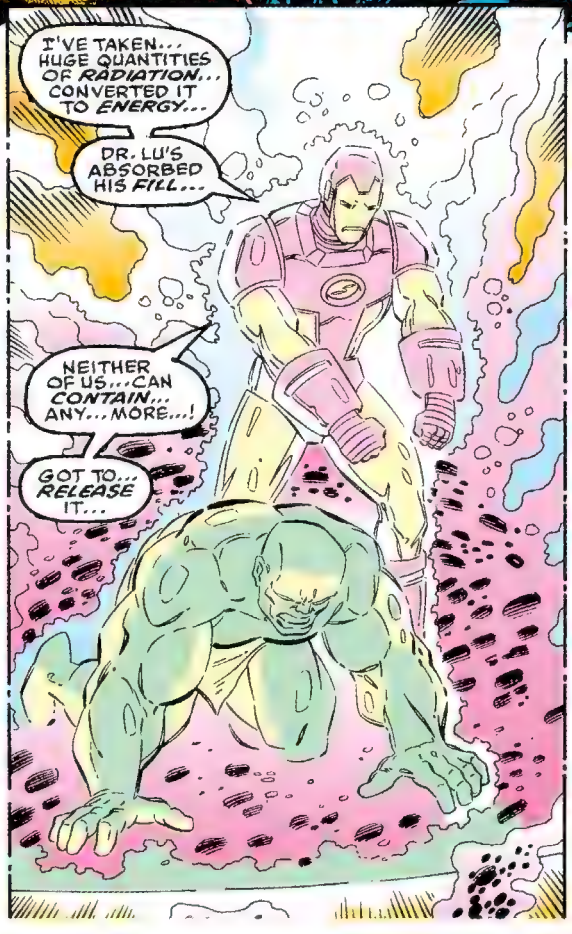

"--WHERE IS MARSH?"
IN THE DEEPEST SUB-BASEMENT OF THE VAULT...
...IS THE FACILITY'S NUCLEAR REACTOR.
IT IS HERE THAT TRUMAN MARSH IS TO BE FOUND.
MOTHER! FATHER! MY LIFE MEANS NOTHING! I SEE THAT NOW!
YOU MUST BE AVENGED,
NO MATTER WHAT THE COST.
AND YOU WILL BE! I'VE SABOTAGED THE REACTOR TO MELT DOWN--
--AND FINISH WHAT THE AVENGERS RUINED!
MARSH, UNDO IT.
CAN'T BE DONE. MELTDOWN'S STARTED.
LIAR!
I'M GOING TO--
AAGH!
SKZZ
A GUARDSMAN GAUNTLET I PICKED UP--!
IT'LL KEEP YOU--
--AT BAY...?
YOU SURPRISED ME WITH THAT FIRST BLAST--
--BUT YOU CAN'T TRULY STOP ME!
WHAT DOES IT MATTER? WE'RE ALL GOING TO DIE... NOTHING CAN CHANGE THAT NOW.
YES... I SUPPOSE ...YOU'RE RIGHT, TRUMAN...


BUT YOU'RE GOING TO DIE A LITTLE SOONER THAN THE REST OF US!
NOOOOOOOOOOOO...
HAHAHAHA
HAHAHAHAHAHA


GOODBYE, TRUMAN. I'LL STILL HAVE THE LAST LAUGH. STILL FIND A WAY TO ES--
AAANNGHH--!
SKA
ZOOM
SONIC BLAST INCAPACITATED HIM.
YOU WERE RIGHT ABOUT WHERE THEY WENT, HANK. AND WHY.
WISH I WASN'T.
IRON MAN--RADIOACTIVE MAN--!

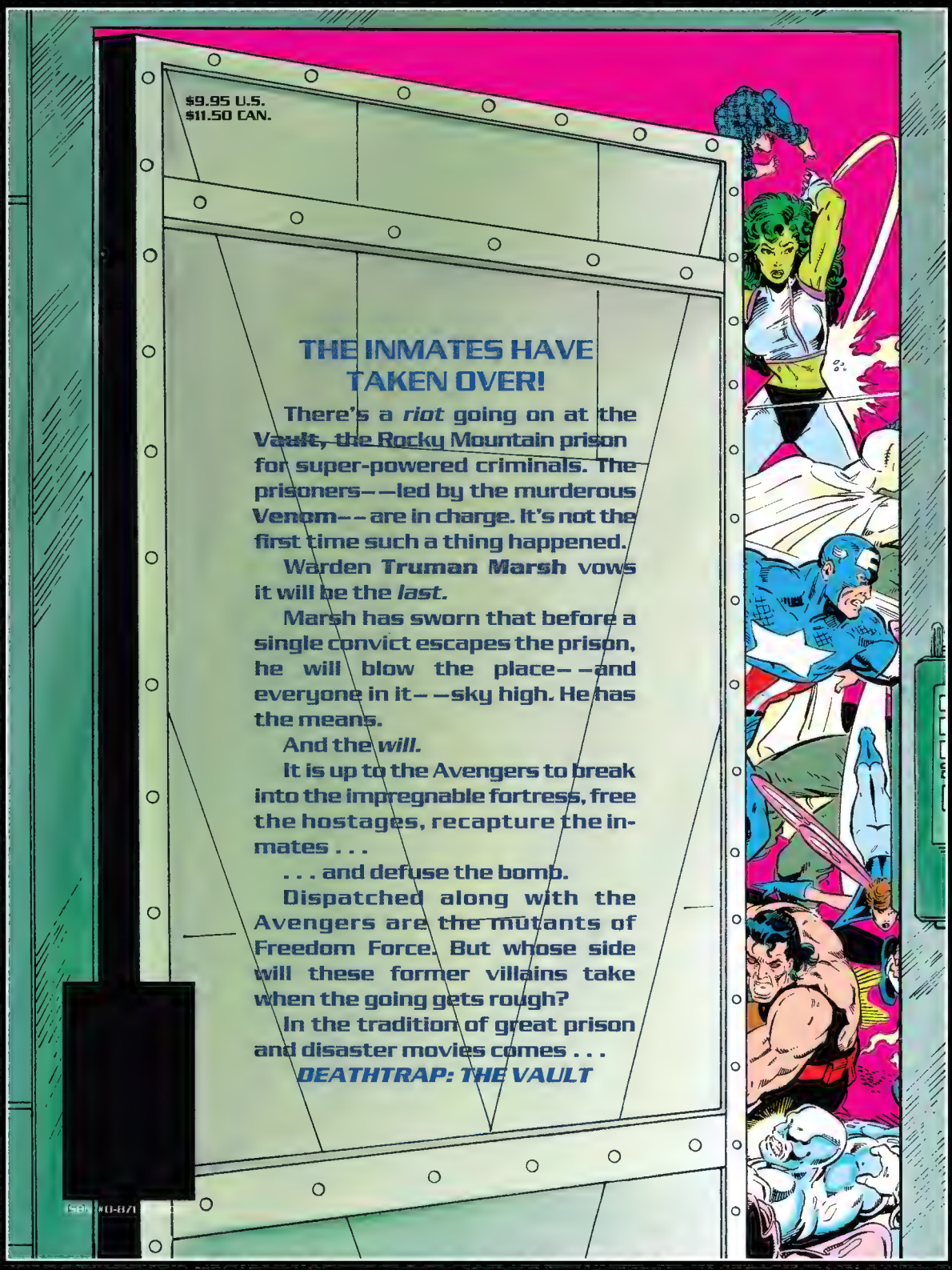
WE KNOW WHAT WE HAVE TO DO, HANK!
LET US WASTE NO TIME!


THE TWO--ONE HERO, ONE VILLAIN--COMBINE FORCES TO ABSORB THE RADIOACTIVITY WHICH SPILLS OUT OF THE REACTOR...
...AND THREATENS TO UNDO ALL THE AVENGERS AND FREEDOM FORCE FOUGHT TO DO; ALL THAT THE SLAIN GUARDSMEN DIED FOR...
...THREATENS, INDEED, TO DESTROY HALF THE STATE OF COLORADO.


I'VE TAKEN... HUGE QUANTITIES OF RADIATION... CONVERTED IT TO ENERGY...
DR. LU'S ABSORBED HIS FILL...
NEITHER OF US...CAN CONTAIN... ANY...MORE...!
GOT TO... RELEASE IT...

...OUTSIDE THE VAULT!
YOU'VE ABSORBED ENOUGH! GET GOING!
WITH THE RADIATION YOU'VE DIVERTED GONE NOW I CAN SHUT DOWN THE REACTOR FROM THESE CONTROLS.
ARMOR--BURSTING WITH ENERGY--!
IF I CAN'T HOLD ON TO IT LONG ENOUGH--
"--WE'LL DESTROY THE WHOLE PLACE!"
SHAVAKOOOOM

I--I DID IT. HELD THE ENERGY EXCESS UNTIL WE REACHED THE VERY TOP OF THE VAULT... AND WAS ABLE TO DIRECT THE BLAST UP...!
LU'S BREATHING REGULARLY. HE'LL BE OKAY.
IT'S OVER...! WE STOPPED THE BREAK-OUT...
...AND HARDLY ANYONE...
...DIED...
THE ARRIVING FEDERAL HELICOPTERS APPROACH, FILLED WITH SLEEP GAS TO SUBDUE THE INMATES.
THE MIND-CONTROLLED VAPOR WILL NOT NEGATE IT THIS TIME.
LIFE AT THE VAULT WILL RETURN TO NORMAL. OR AS NORMAL AS SUCH A PLACE CAN BE.
THE AVENGERS, TOO, WILL GO ON WITH THEIR LIVES.
AND, THOUGH, THEY MAY TRY...
...THEY WILL NEVER FORGET WHAT WENT ON HERE TODAY.
The End.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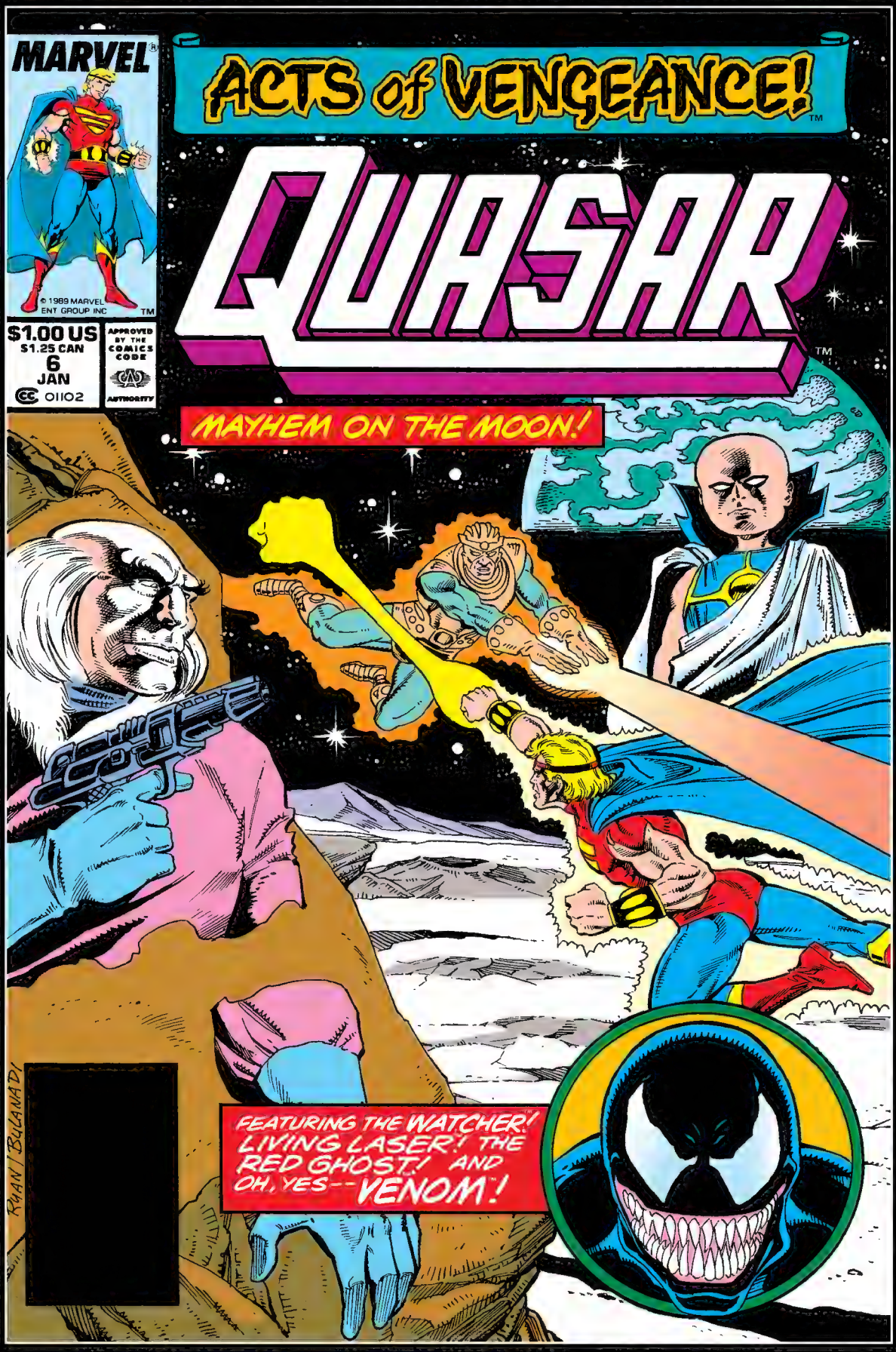
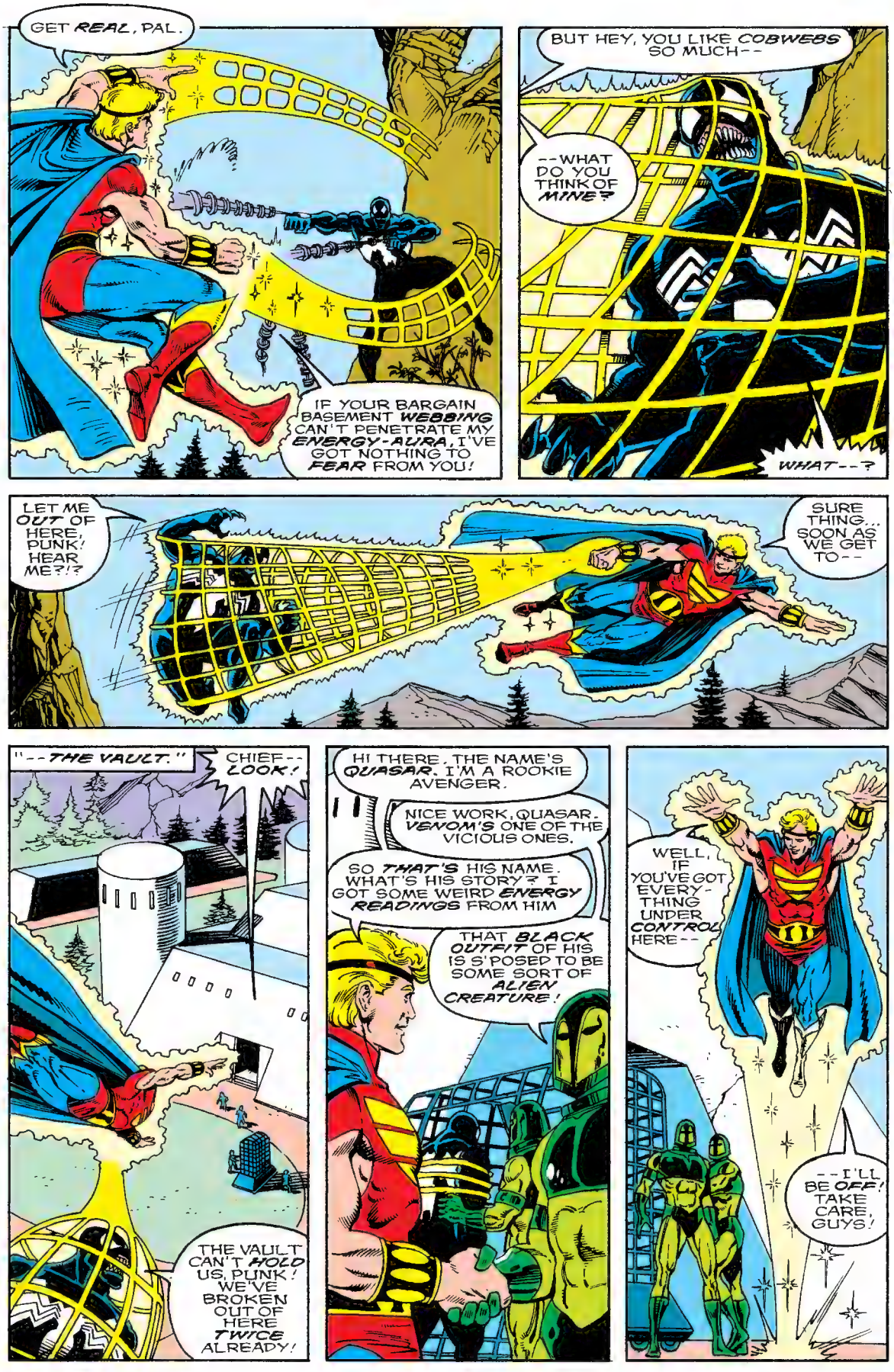
THE INMATES HAVE TAKEN OVER!
There's a *riot* going on at the Vault, the Rocky Mountain prison for super-powered criminals. The prisoners--led by the murderous Venom--are in charge. It's not the first time such a thing happened.
Warden Truman Marsh vows it will be the *last.*
Marsh has sworn that before a single convict escapes the prison, he will blow the place--and everyone in it--sky high. He has the means.
And the *will.*
It is up to the Avengers to break into the impregnable fortress, free the hostages, recapture the inmates . . .
. . . and defuse the bomb.
Dispatched along with the Avengers are the mutants of Freedom Force. But whose side will these former villains take when the going gets rough?
In the tradition of great prison and disaster movies comes . . .
DEATHTRAP: THE VAULT

THE VAULT NEVER MANAGED TO HOLD VENOM FOR LONG.
HE ESCAPED MULTIPLE TIMES, STARTING WITH THIS EXCERPT FROM *QUASAR #6*.



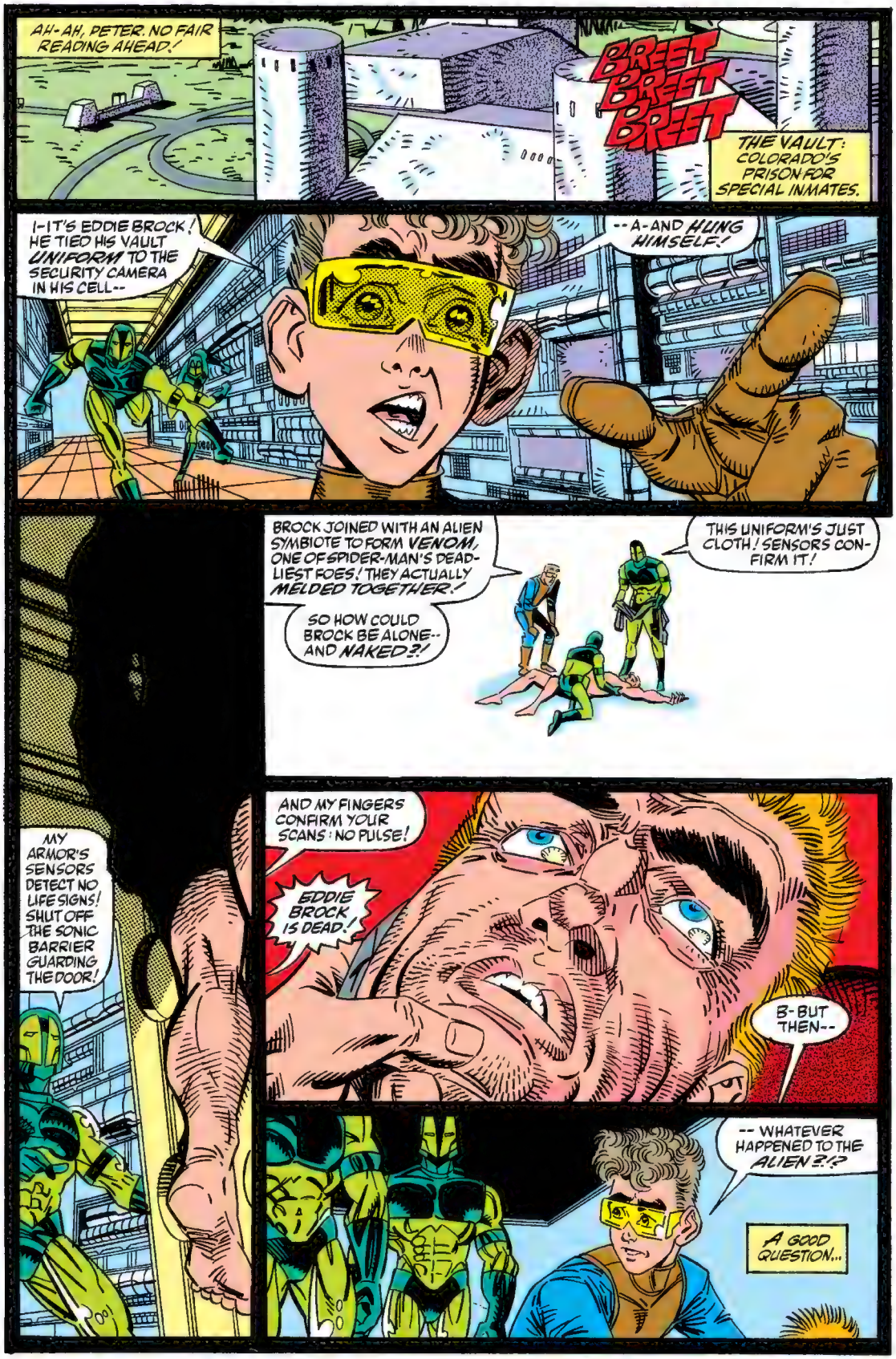
Stan Lee PRESENTS:
QUASAR
FLIES IN A CATHEDRAL
SOMEWHERE IN THE ROCKY MOUNTAINS, FIFTY MILES EAST OF THE FEDERAL PENITENTIARY FOR SUPERHUMAN FELONS KNOWN AS THE VAULT, A CHASE ENDS IN A SHOWDOWN.
LISTEN, RUNT! IF YOU THINK WE'RE GOING TO LET SOME PUNK WE NEVER EVEN HEARD OF TAKE US BACK TO PRISON--
--THEN YOUR HEADBAND'S ON TOO TIGHT!

MARK GRUENWALD STORY · PAUL RYAN PENCILS · DANNY BULANADI INKS · JANICE CHIANG LETTERS · PAUL BECTON COLORS · HOWARD MACKIE EDITOR · TOM DE FALCO EDITOR IN CHIEF


GET REAL, PAL.
IF YOUR BARGAIN BASEMENT WEBBING CAN'T PENETRATE MY ENERGY-AURA, I'VE GOT NOTHING TO FEAR FROM YOU!
BUT HEY, YOU LIKE COBWEBS SO MUCH--
--WHAT DO YOU THINK OF MINE?
WHAT--?
LET ME OUT OF HERE, PUNK! HEAR ME?!?
SURE THING... SOON AS WE GET TO--
"--THE VAULT."
CHIEF--LOOK!
THE VAULT CAN'T HOLD US, PUNK! WE'VE BROKEN OUT OF HERE TWICE ALREADY!
HI THERE. THE NAME'S QUASAR. I'M A ROOKIE AVENGER.
NICE WORK, QUASAR. VENOM'S ONE OF THE VICIOUS ONES.
SO THAT'S HIS NAME. WHAT'S HIS STORY? I GOT SOME WEIRD ENERGY READINGS FROM HIM
THAT BLACK OUTFIT OF HIS IS S'POSED TO BE SOME SORT OF ALIEN CREATURE!
WELL, IF YOU'VE GOT EVERY-THING UNDER CONTROL HERE--
--I'LL BE OFF! TAKE CARE, GUYS!

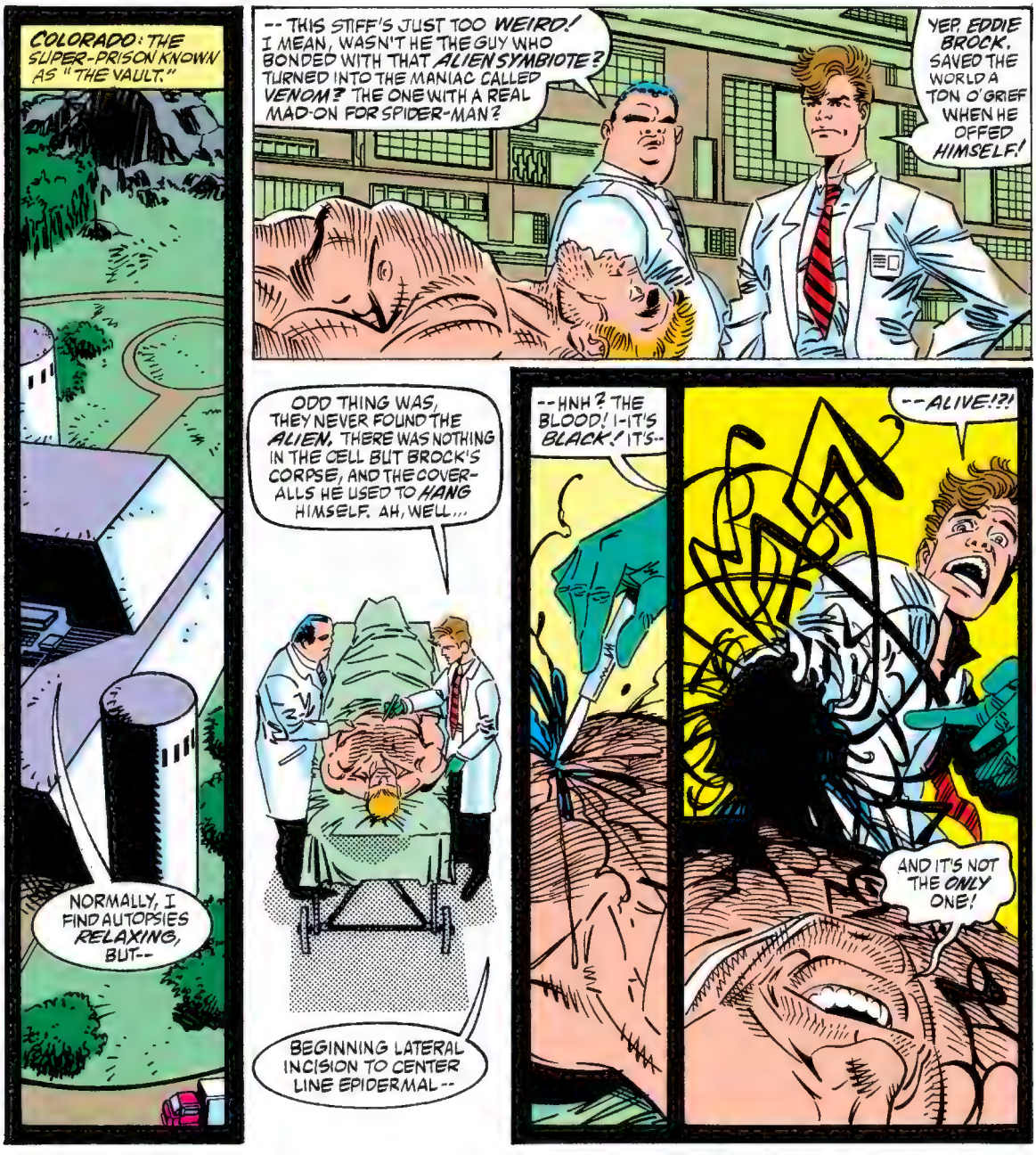
EXCERPT FROM *AMAZING SPIDER-MAN #330*

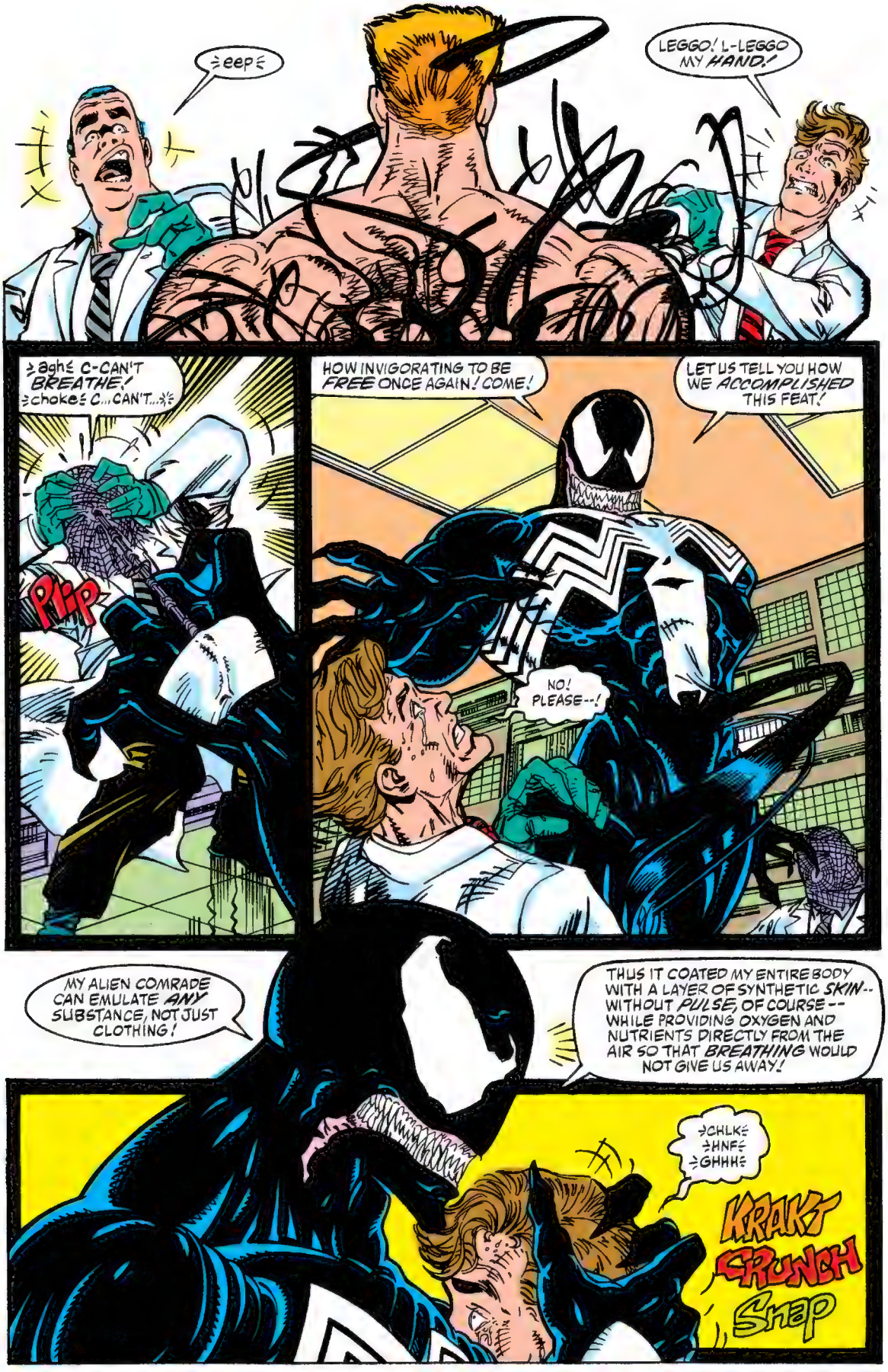
WRITER: DAVID MICHELINIE • PENCILER: ERIK LARSEN • INKER: MIKE MACHLAN • COLORIST: BOB SHAREN
LETTERER: RICK PARKER • ASSISTANT EDITOR: DAN CUDDY • EDITOR: JIM SALICRUP

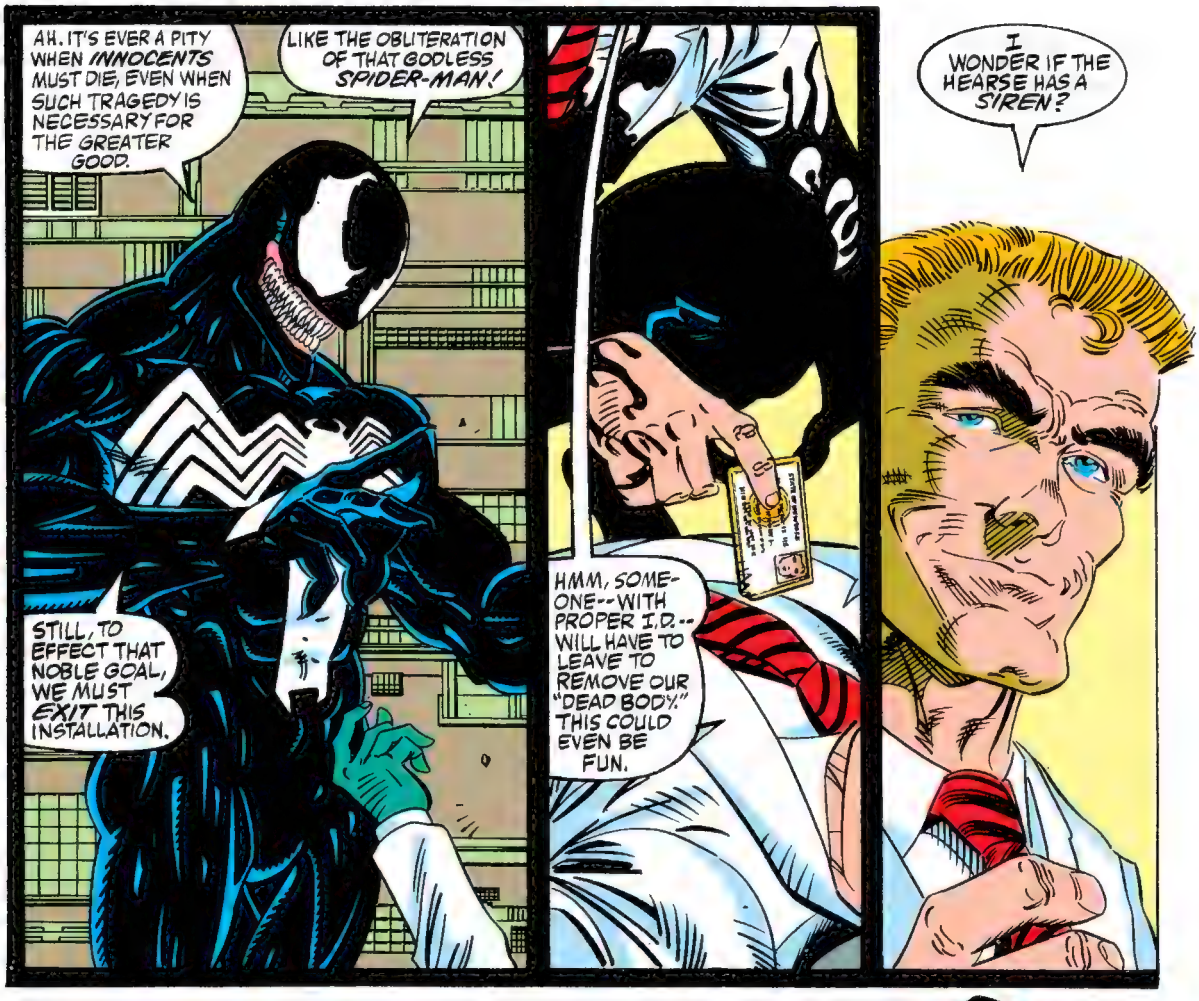

AH-AH, PETER. NO FAIR READING AHEAD!
BREET BREET BREET
THE VAULT: COLORADO'S PRISON FOR SPECIAL INMATES.
I-IT'S EDDIE BROCK! HE TIED HIS VAULT UNIFORM TO THE SECURITY CAMERA IN HIS CELL--
--A-AND HUNG HIMSELF!
BROCK JOINED WITH AN ALIEN SYMBIOTE TO FORM VENOM, ONE OF SPIDER-MAN'S DEADLIEST FOES! THEY ACTUALLY MELDED TOGETHER!
THIS UNIFORM'S JUST CLOTH! SENSORS CONFIRM IT!
SO HOW COULD BROCK BE ALONE-- AND NAKED?!
MY ARMOR'S SENSORS DETECT NO LIFE SIGNS! SHUT OFF THE SONIC BARRIER GUARDING THE DOOR!
AND MY FINGERS CONFIRM YOUR SCANS: NO PULSE!
EDDIE BROCK IS DEAD!
B-BUT THEN--
-- WHATEVER HAPPENED TO THE ALIEN?!?
A GOOD QUESTION...

EXCERPT FROM *AMAZING SPIDER-MAN #331*

WRITER: DAVID MICHELINIE • PENCILER: ERIK LARSEN • INKER: MIKE MACHLAN • COLORIST: BOB SHAREN
LETTERER: RICK PARKER • ASSISTANT EDITOR: DAN CUDDY • EDITOR: JIM SALICRUP


COLORADO: THE SUPER-PRISON KNOWN AS "THE VAULT."
NORMALLY, I FIND AUTOPSIES RELAXING, BUT--
-- THIS STIFF'S JUST TOO WEIRD! I MEAN, WASN'T HE THE GUY WHO BONDED WITH THAT ALIEN SYMBIOTE? TURNED INTO THE MANIAC CALLED VENOM? THE ONE WITH A REAL MAD ON FOR SPIDER-MAN?
YEP. EDDIE BROCK. SAVED THE WORLD A TON O' GRIEF WHEN HE OFFED HIMSELF!
ODD THING WAS, THEY NEVER FOUND THE ALIEN. THERE WAS NOTHING IN THE CELL BUT BROCK'S CORPSE, AND THE COVER-ALLS HE USED TO HANG HIMSELF. AH, WELL...
BEGINNING LATERAL INCISION TO CENTER LINE EPIDERMAL--
--HNH? THE BLOOD! I-IT'S BLACK! IT'S--
--ALIVE!?!
AND IT'S NOT THE ONLY ONE!


≠eep≠
LEGGO! L-LEGGO MY HAND!
≠agh≠ C-CAN'T BREATHE!
≠choke≠ C...CAN'T...≠
PIP
HOW INVIGORATING TO BE FREE ONCE AGAIN! COME!
LET US TELL YOU HOW WE ACCOMPLISHED THIS FEAT!
NO! PLEASE--!
MY ALIEN COMRADE CAN EMULATE ANY SUBSTANCE, NOT JUST CLOTHING!
THUS IT COATED MY ENTIRE BODY WITH A LAYER OF SYNTHETIC SKIN-- WITHOUT PULSE, OF COURSE -- WHILE PROVIDING OXYGEN AND NUTRIENTS DIRECTLY FROM THE AIR SO THAT BREATHING WOULD NOT GIVE US AWAY!
≠CHLK≠ ≠HNF≠ ≠GHHH≠
KRAK!
CRUNCH
SNAP


AH. IT'S EVER A PITY WHEN INNOCENTS MUST DIE, EVEN WHEN SUCH TRAGEDY IS NECESSARY FOR THE GREATER GOOD.
LIKE THE OBLITERATION OF THAT GODLESS SPIDER-MAN!
STILL, TO EFFECT THAT NOBLE GOAL, WE MUST EXIT THIS INSTALLATION.
HMM, SOMEONE--WITH PROPER I.D.--WILL HAVE TO LEAVE TO REMOVE OUR "DEAD BODY." THIS COULD EVEN BE FUN.
I WONDER IF THE HEARSE HAS A SIREN?

NEXT ISSUE: A VENOMOUS RETURN!
BUY IT-- OR I'LL EAT YOUR DOG!

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the AMAZING SPIDER-MAN®
VENOM'S™ BACK!
KISS YOUR AUNT MAY GOOD-BYE, SPIDER-MAN!
YOU'RE GONNA DIE!
YIKES!
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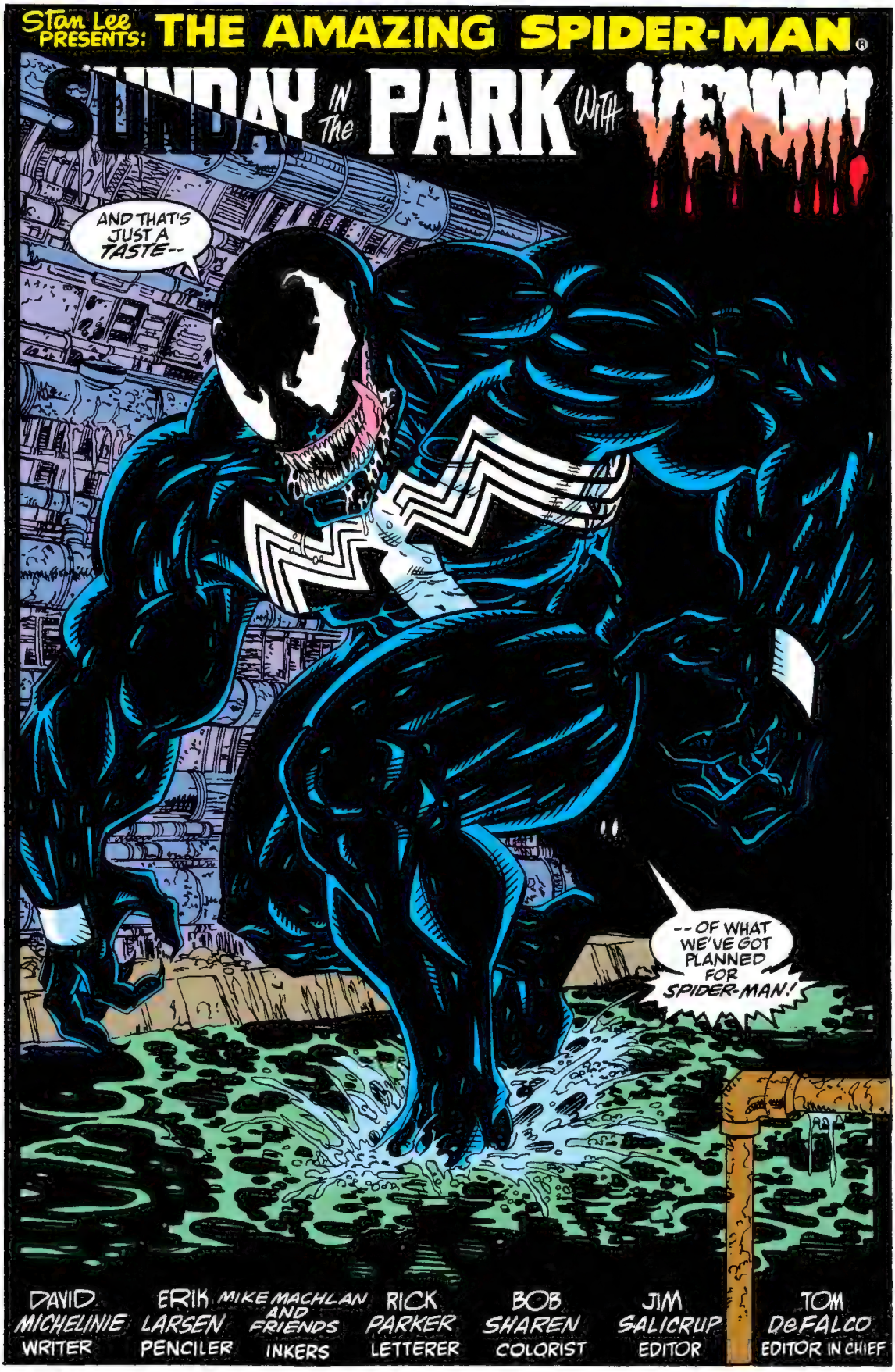
SPIDER: WEBSTER'S DEFINES THE TERM AS "ANY OF VARIOUS ARACHNIDS THAT SPIN WEBS."
BUT IN AN ABANDONED GOVERNMENT FALLOUT SHELTER LOST AND FORGOTTEN BENEATH BUSTLING MANHATTAN STREETS--
--THE THING THAT WAS ONCE EDDIE BROCK HAS ANOTHER DEFINITION:
YUM!
KLAK


Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®
SUNDAY IN THE PARK WITH VENOM!
AND THAT'S JUST A TASTE--
-- OF WHAT WE'VE GOT PLANNED FOR SPIDER-MAN!
DAVID MICHELINIE WRITER
ERIK LARSEN PENCILER
MIKE MACHLAN AND FRIENDS INKERS
RICK PARKER LETTERER
BOB SHAREN COLORIST
JIM SALICRUP EDITOR
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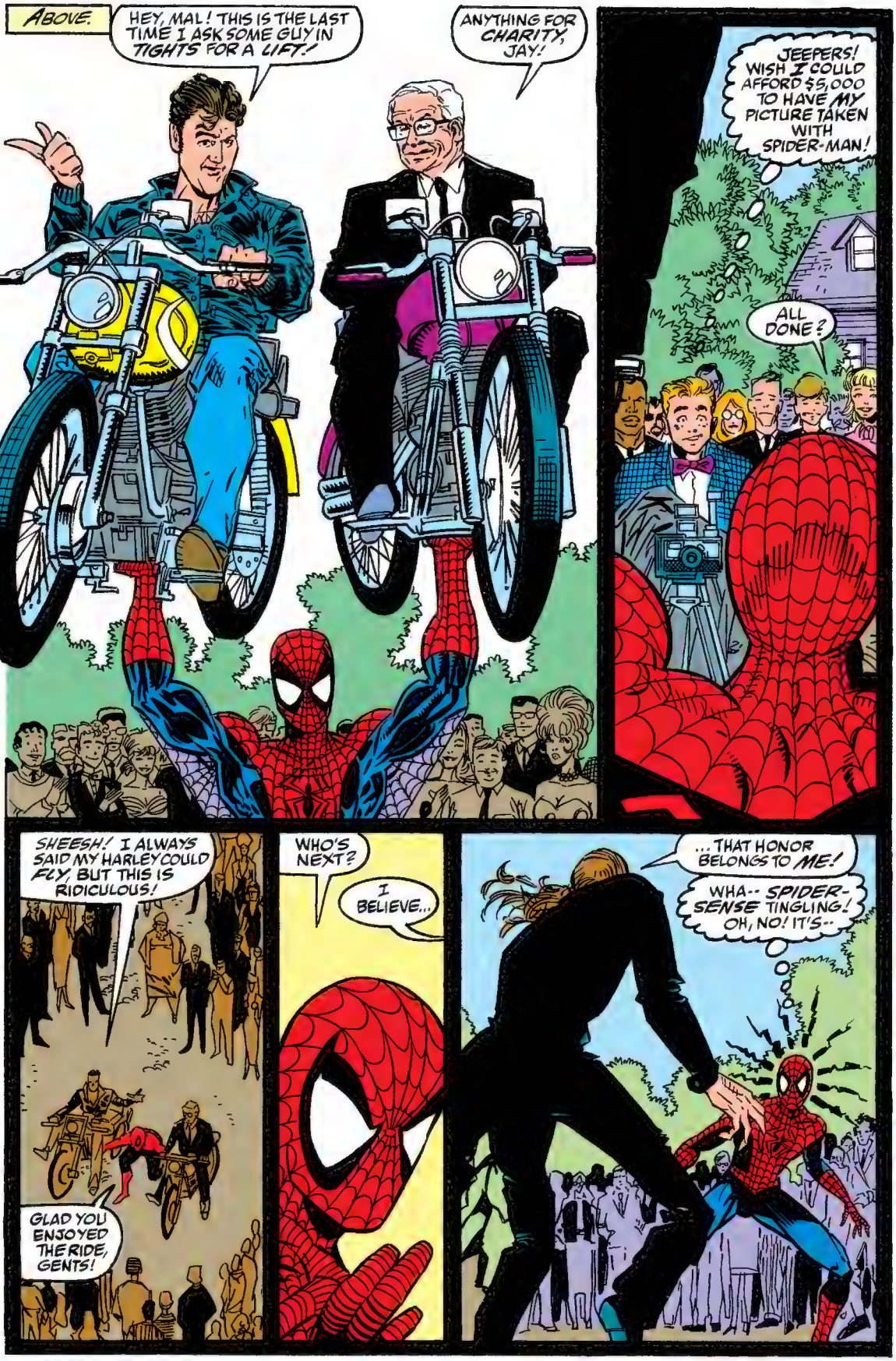
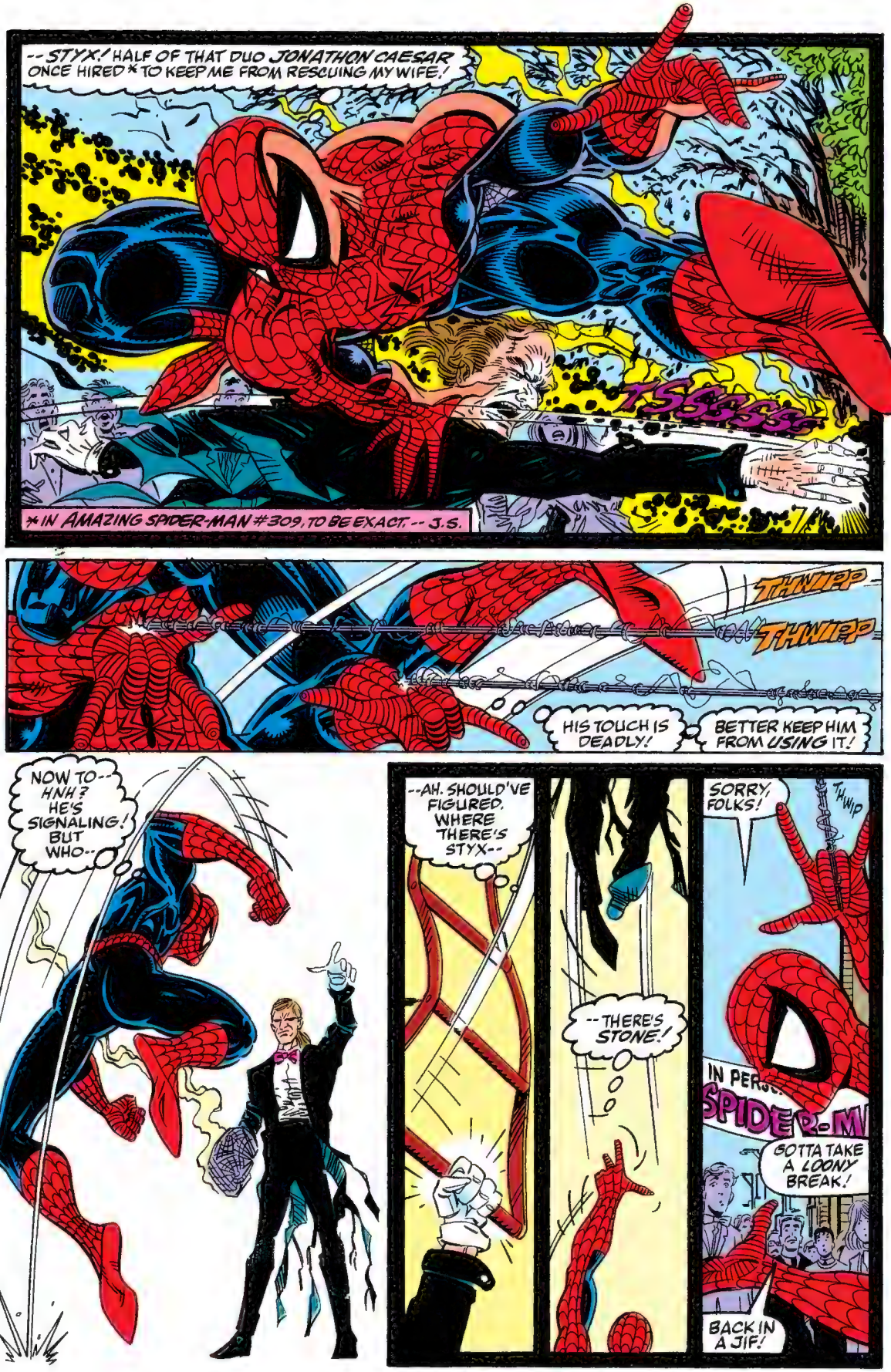
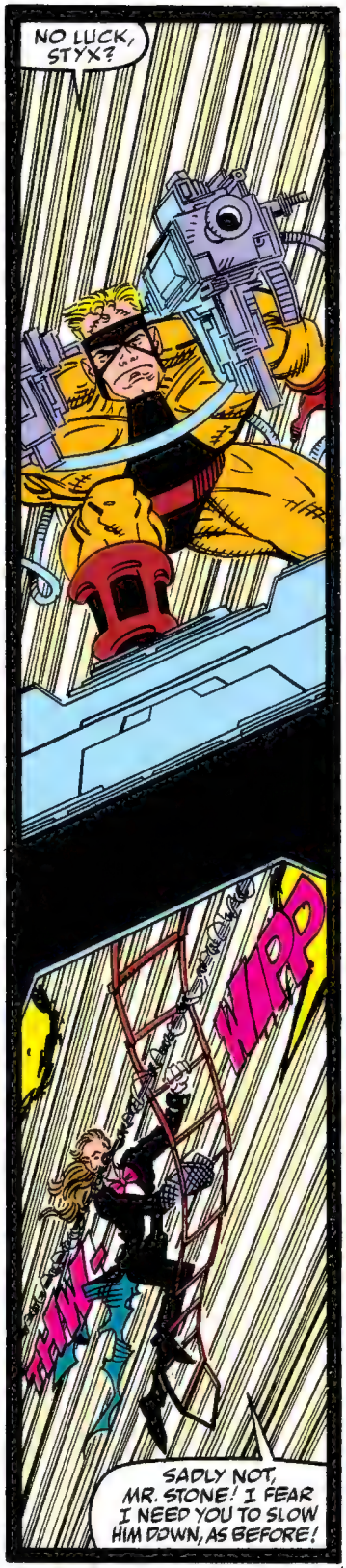
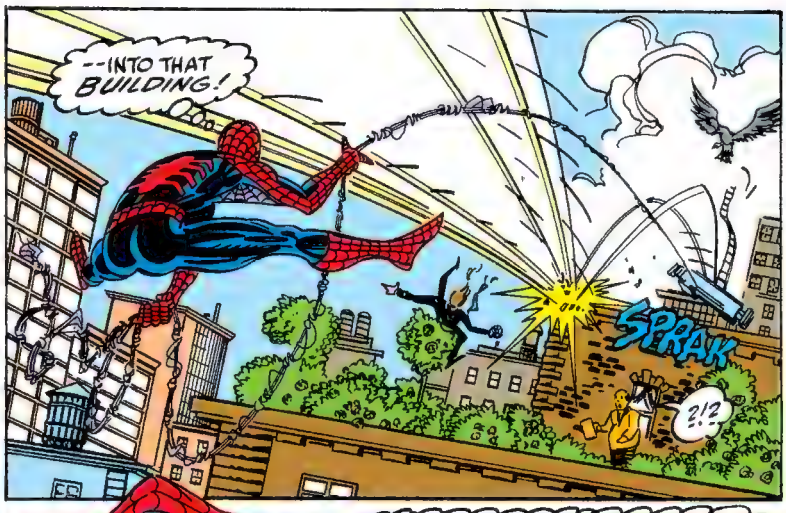
ESCAPING FROM THAT GOVERNMENT PRISON TOOK CUNNING AND COURAGE, TRAITS WE POSSESS IN ABUNDANCE! BUT OBLITERING SPIDER-MAN--!
THAT, MY ALIEN COMRADE, WILL TAKE POWER!
YOU DIDN'T BOOST SPIDER-MAN'S STRENGTH WHEN YOU WERE WITH HIM BECAUSE HIS ABILITIES WERE ALREADY AUGMENTED BY SOME SORT OF GENETIC MUTATION!
BUT ALAS, I--
--AM MERELY HUMAN!
AND SINCE YOU ENHANCE MY STRENGTH GEOMETRICALLY--
-- THE MIGHTIER I BECOME, THE MIGHTIER YOU MAKE ME!
SO, TO WORK.
FOR WE NEED MUSCLE TO WIELD THE STEEL OF JUSTICE! AND WITH BOTH ON OUR SIDE--
--SPIDER-MAN IS AS GOOD AS IN THE GRAVE!

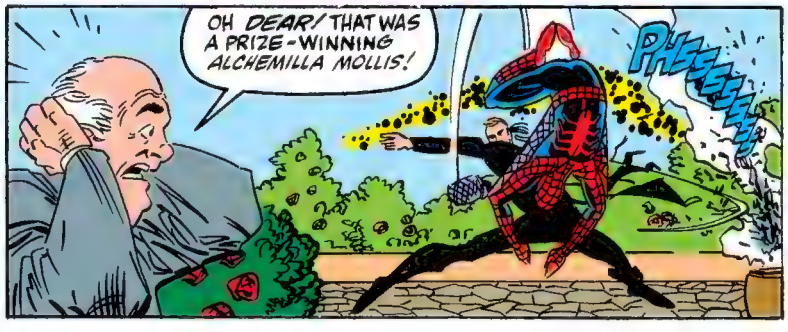

ABOVE.
HEY, MAL! THIS IS THE LAST TIME I ASK SOME GUY IN TIGHTS FOR A LIFT!
ANYTHING FOR CHARITY, JAY!
JEEPERS! WISH I COULD AFFORD $5,000 TO HAVE MY PICTURE TAKEN WITH SPIDER-MAN!
ALL DONE?
SHEESH! I ALWAYS SAID MY HARLEY COULD FLY, BUT THIS IS RIDICULOUS!
GLAD YOU ENJOYED THE RIDE, GENTS!
WHO'S NEXT?
I BELIEVE...
...THAT HONOR BELONGS TO ME!
WHA-- SPIDER-SENSE TINGLING! OH, NO! IT'S--


--STYX! HALF OF THAT DUO JONATHON CAESAR ONCE HIRED * TO KEEP ME FROM RESCUING MY WIFE!
TSSSSS
* IN AMAZING SPIDER-MAN #309, TO BE EXACT. -- J.S.
THWIP
THWIP
HIS TOUCH IS DEADLY!
BETTER KEEP HIM FROM USING IT!
NOW TO-- HNH? HE'S SIGNALING! BUT WHO--
--AH. SHOULD'VE FIGURED, WHERE THERE'S STYX--
--THERE'S STONE!
SORRY, FOLKS!
THWIP
IN PERSON!
SPIDER-M
GOTTA TAKE A LOONY BREAK!
BACK IN A JIF!

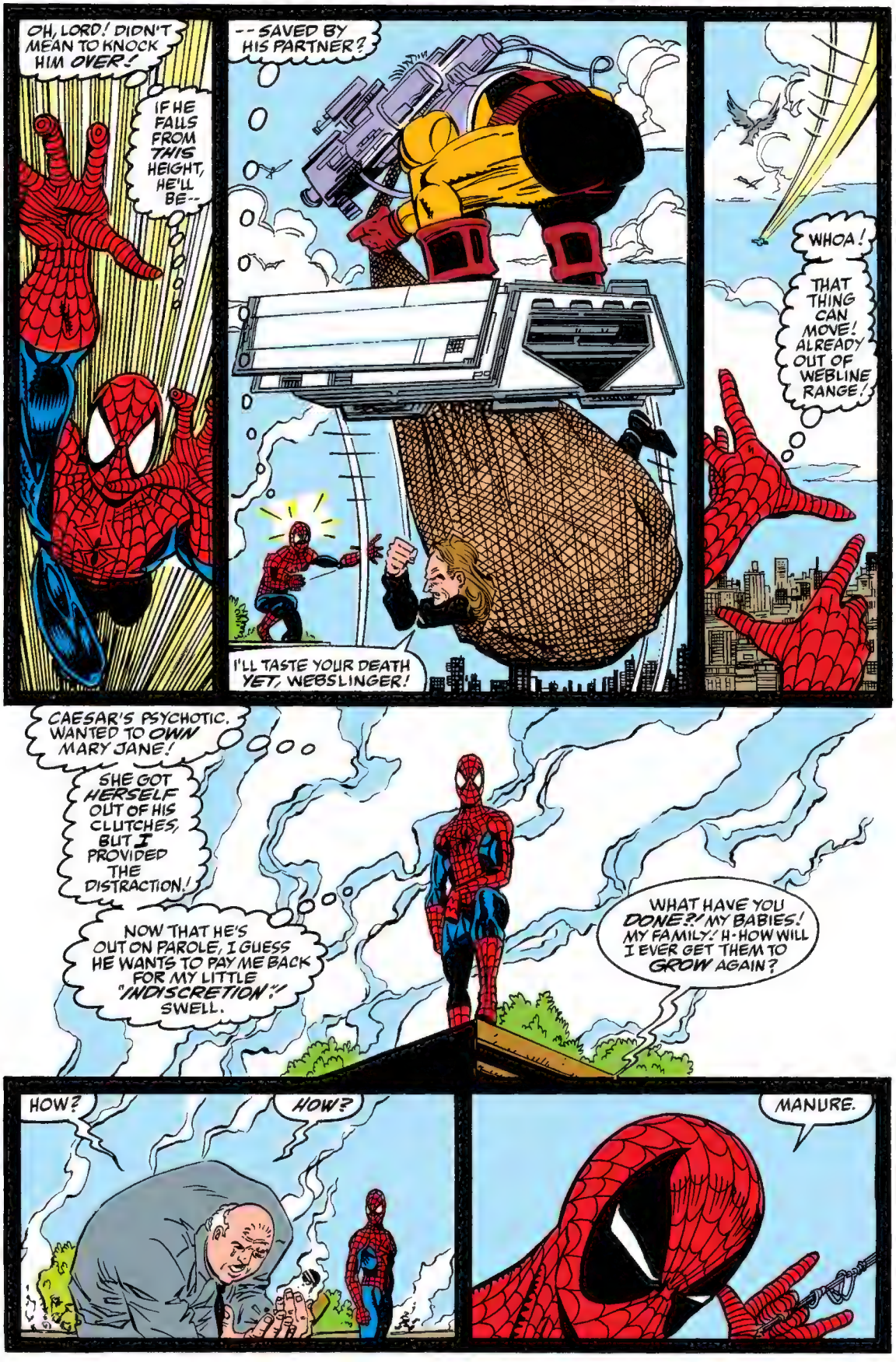


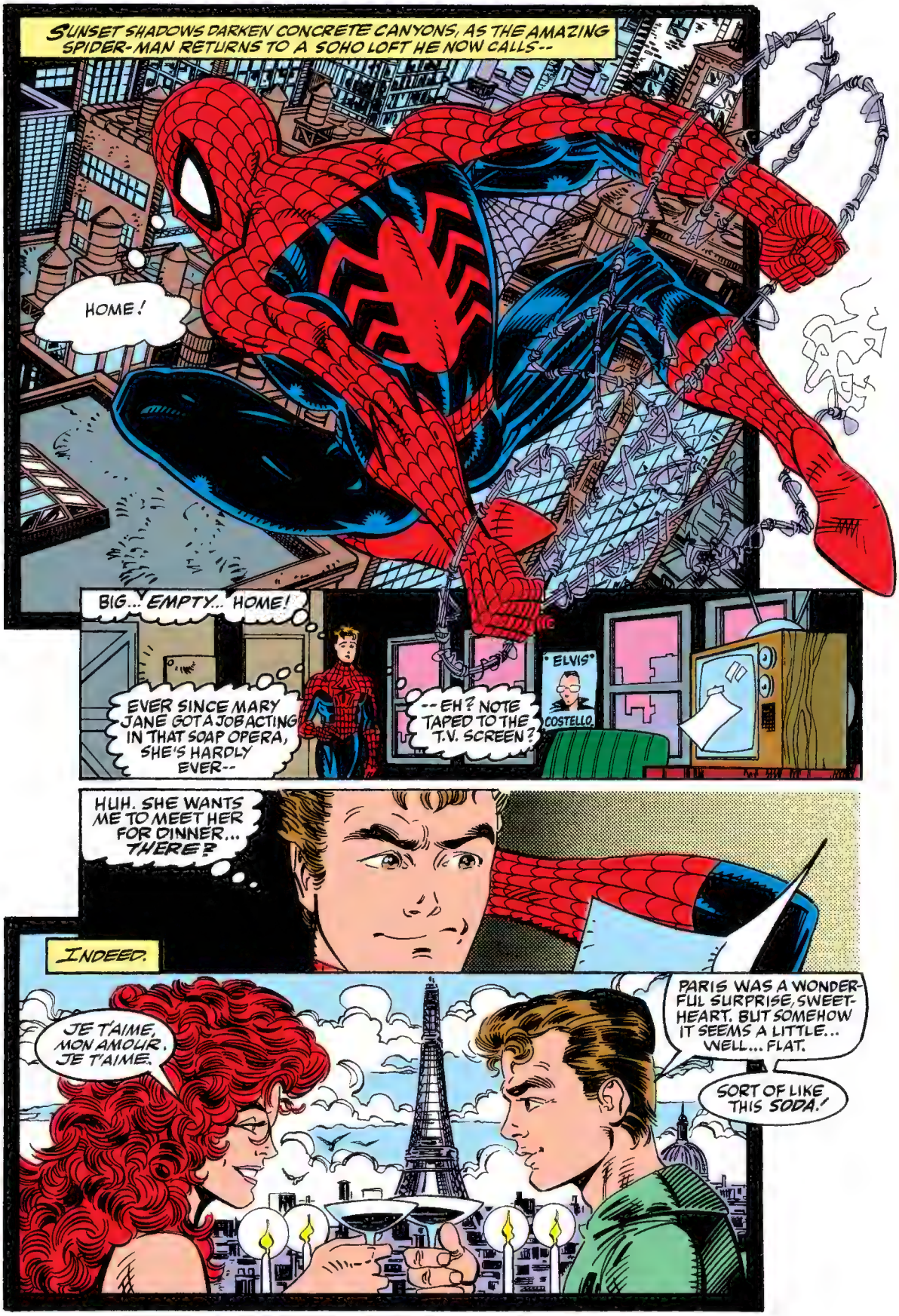
"HOVER-SKIFF'S STILL IN RANGE! IF I CAN TAG IT WITH A *WEB-LINE*, I MIGHT BE ABLE TO TILT IT--



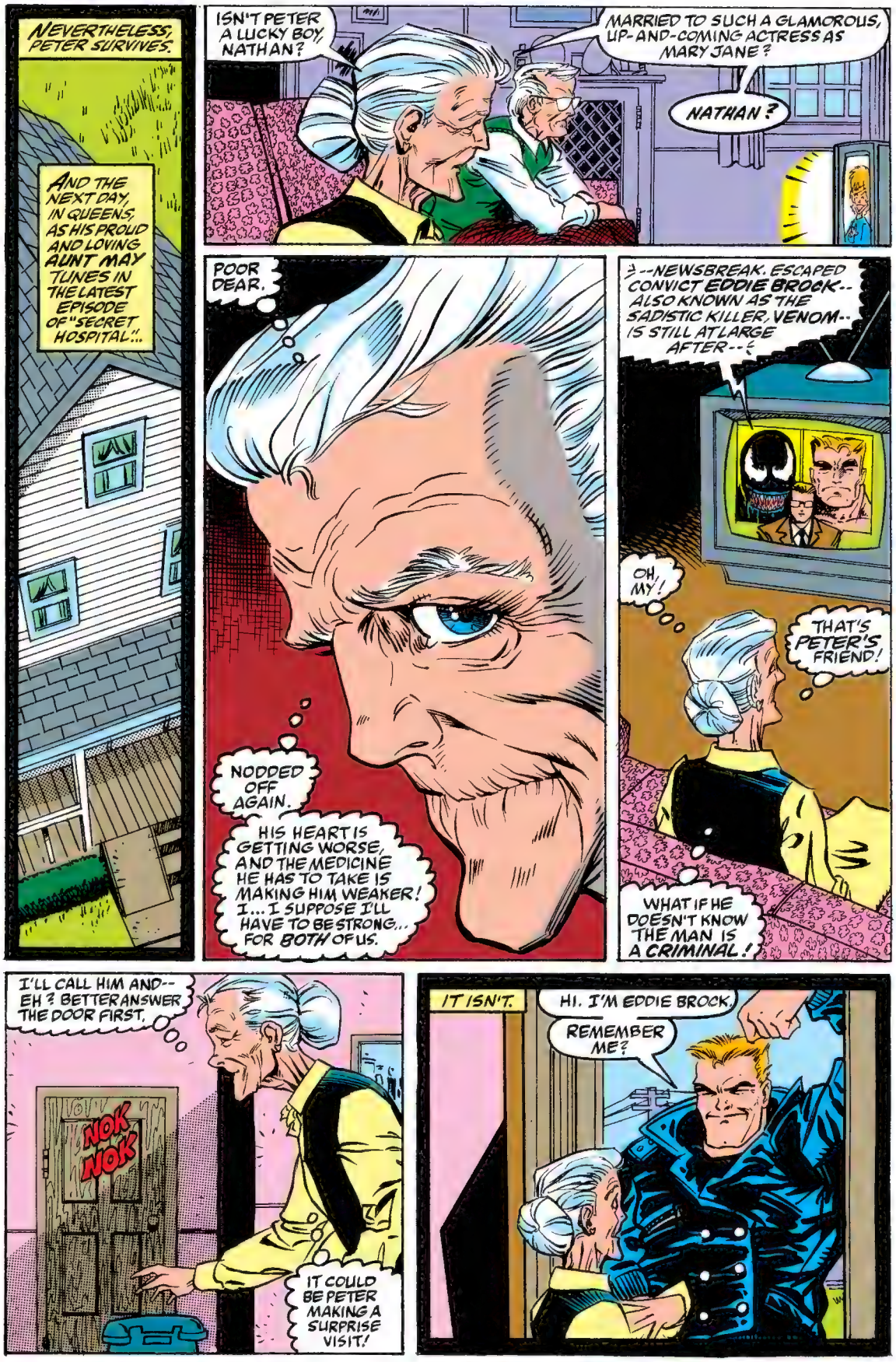


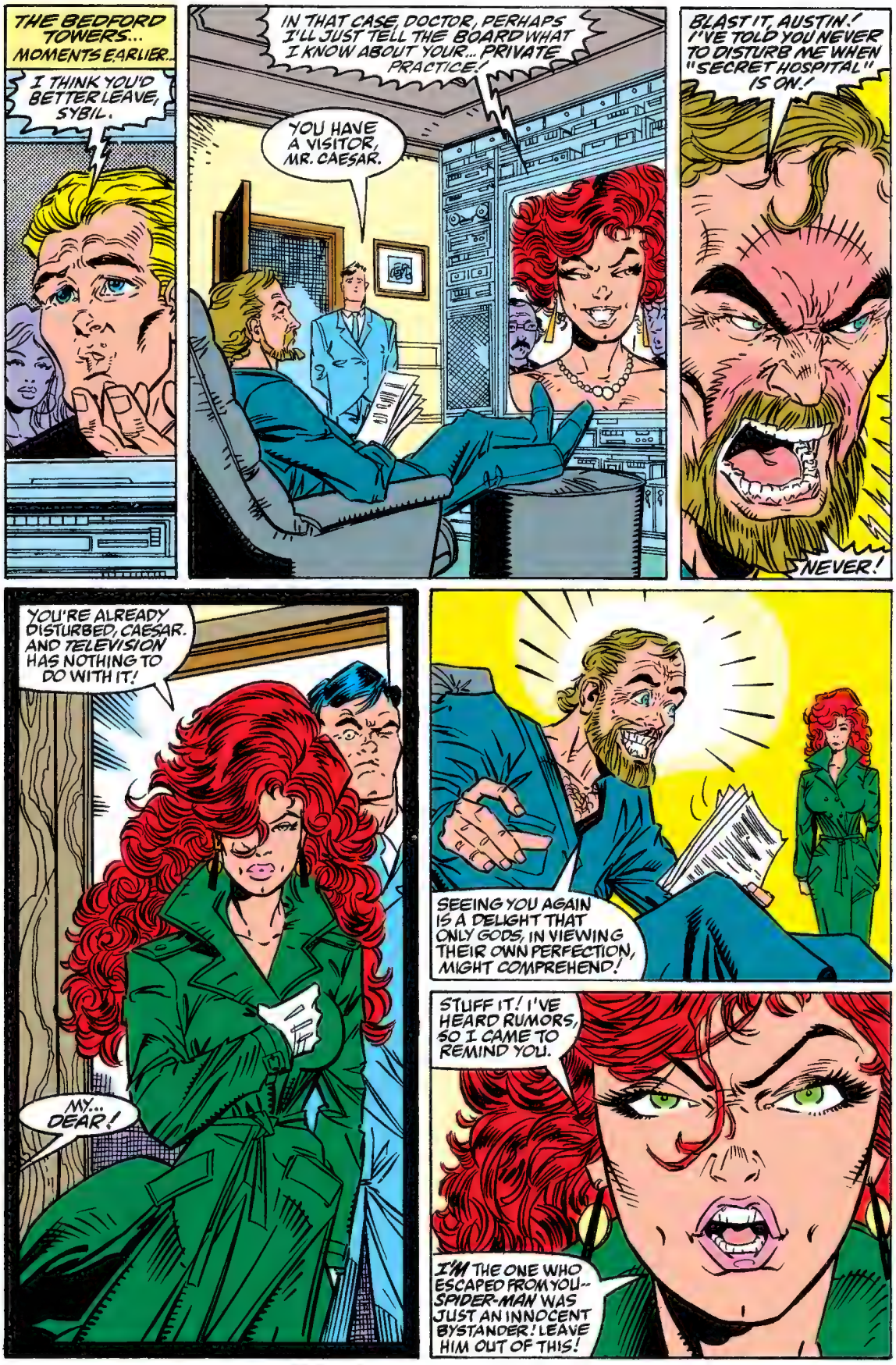
PLANTS ARE PUTREFYING!
LIKE THEY'RE DYING OF SOME INSTANT DISEASE!
TSSSSPSS
STOP IT! M-MY FLOWERS--! MY CHILDREN--!
LOOK, PAL...
... I HAPPEN TO BE FIGHTING FOR MY LIFE HERE!
WHO CARES? YOU'RE ONLY A PERSON! THAT'S A PHICUS MALODEROUS!
WELL, EXCUSE ME! GUESS I'VE JUST GOT A DISTORTED SENSE OF VALUES!
POK

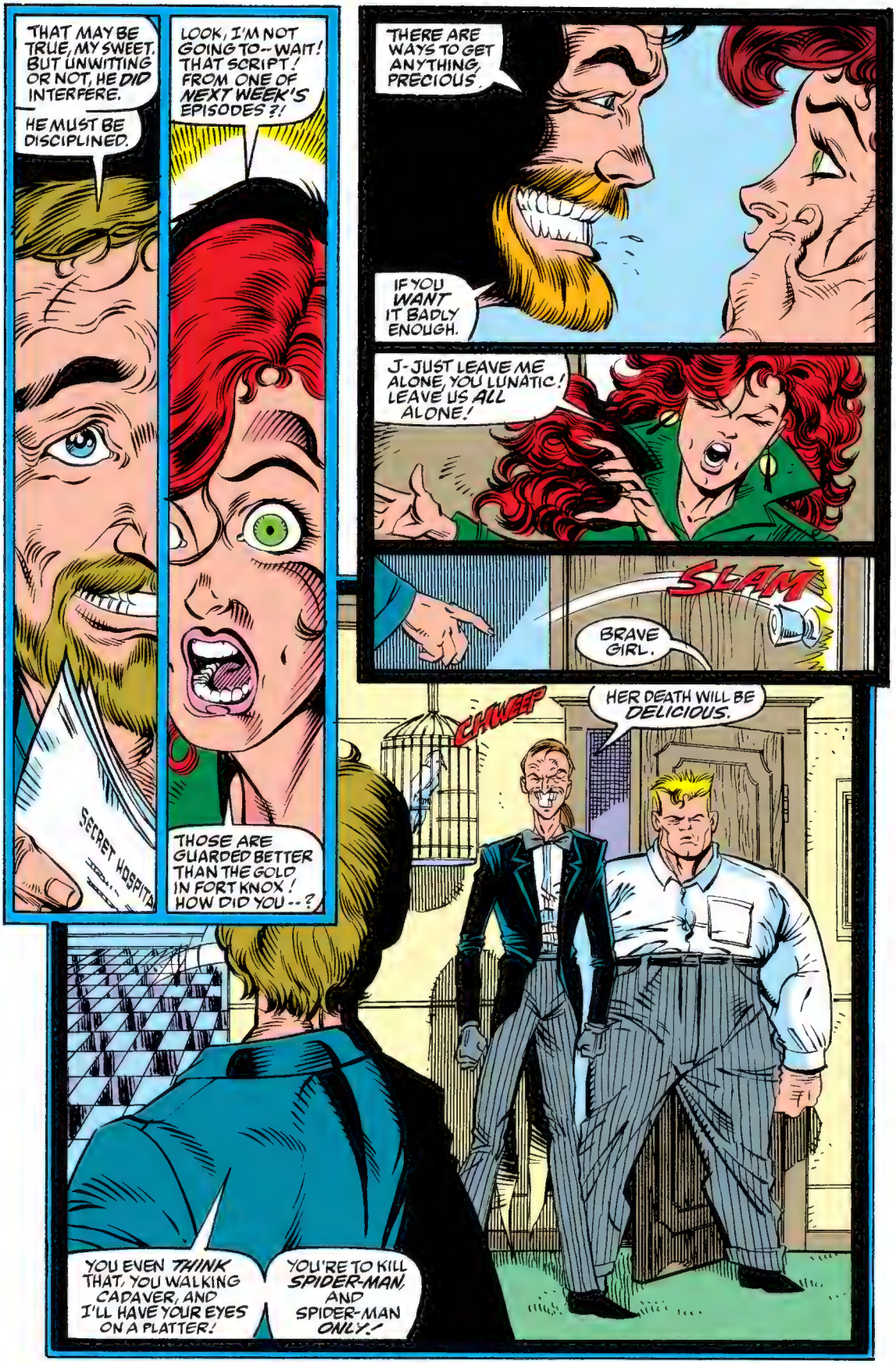

OH, LORD! DIDN'T MEAN TO KNOCK HIM OVER!
IF HE FALLS FROM THIS HEIGHT, HE'LL BE--
-- SAVED BY HIS PARTNER?
I'LL TASTE YOUR DEATH YET, WEBSLINGER!
WHOA!
THAT THING CAN MOVE! ALREADY OUT OF WEBLINE RANGE!
CAESAR'S PSYCHOTIC. WANTED TO OWN MARY JANE!
SHE GOT HERSELF OUT OF HIS CLUTCHES, BUT I PROVIDED THE DISTRACTION!
NOW THAT HE'S OUT ON PAROLE, I GUESS HE WANTS TO PAY ME BACK FOR MY LITTLE "INDISCRETION"! SWELL.
WHAT HAVE YOU DONE?! MY BABIES! MY FAMILY! H-HOW WILL I EVER GET THEM TO GROW AGAIN?
HOW?
HOW?
MANURE.

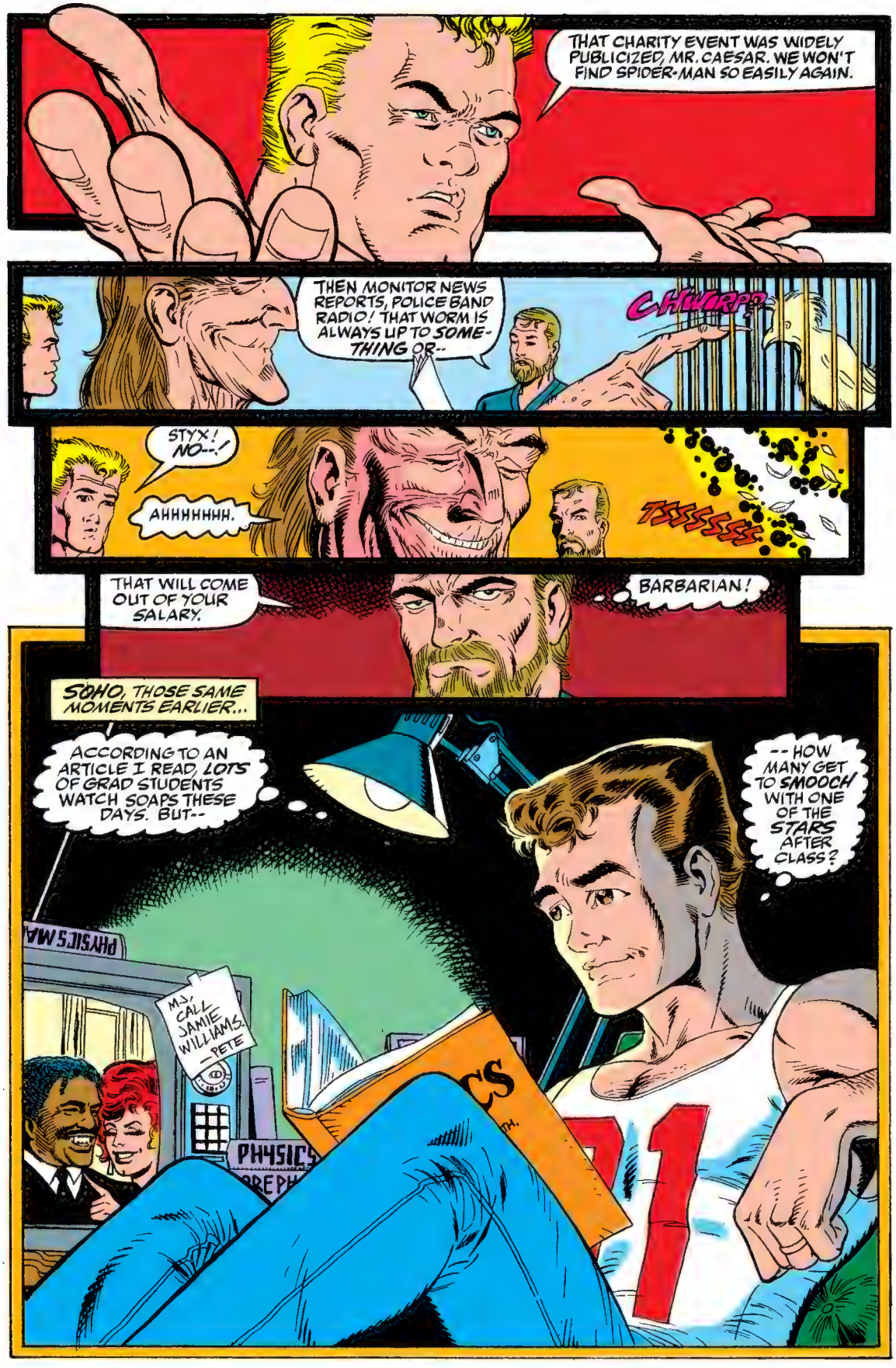

SUNSET SHADOWS DARKEN CONCRETE CANYONS, AS THE AMAZING SPIDER-MAN RETURNS TO A SOHO LOFT HE NOW CALLS--
HOME!
BIG... EMPTY... HOME!
EVER SINCE MARY JANE GOT A JOB ACTING IN THAT SOAP OPERA, SHE'S HARDLY EVER--
--EH? NOTE TAPED TO THE T.V. SCREEN?
"ELVIS" COSTELLO
HUH. SHE WANTS ME TO MEET HER FOR DINNER... THERE?
INDEED.
JE T'AIME, MON AMOUR. JE T'AIME.
PARIS WAS A WONDERFUL SURPRISE, SWEETHEART. BUT SOMEHOW IT SEEMS A LITTLE... WELL... FLAT.
SORT OF LIKE THIS SODA!

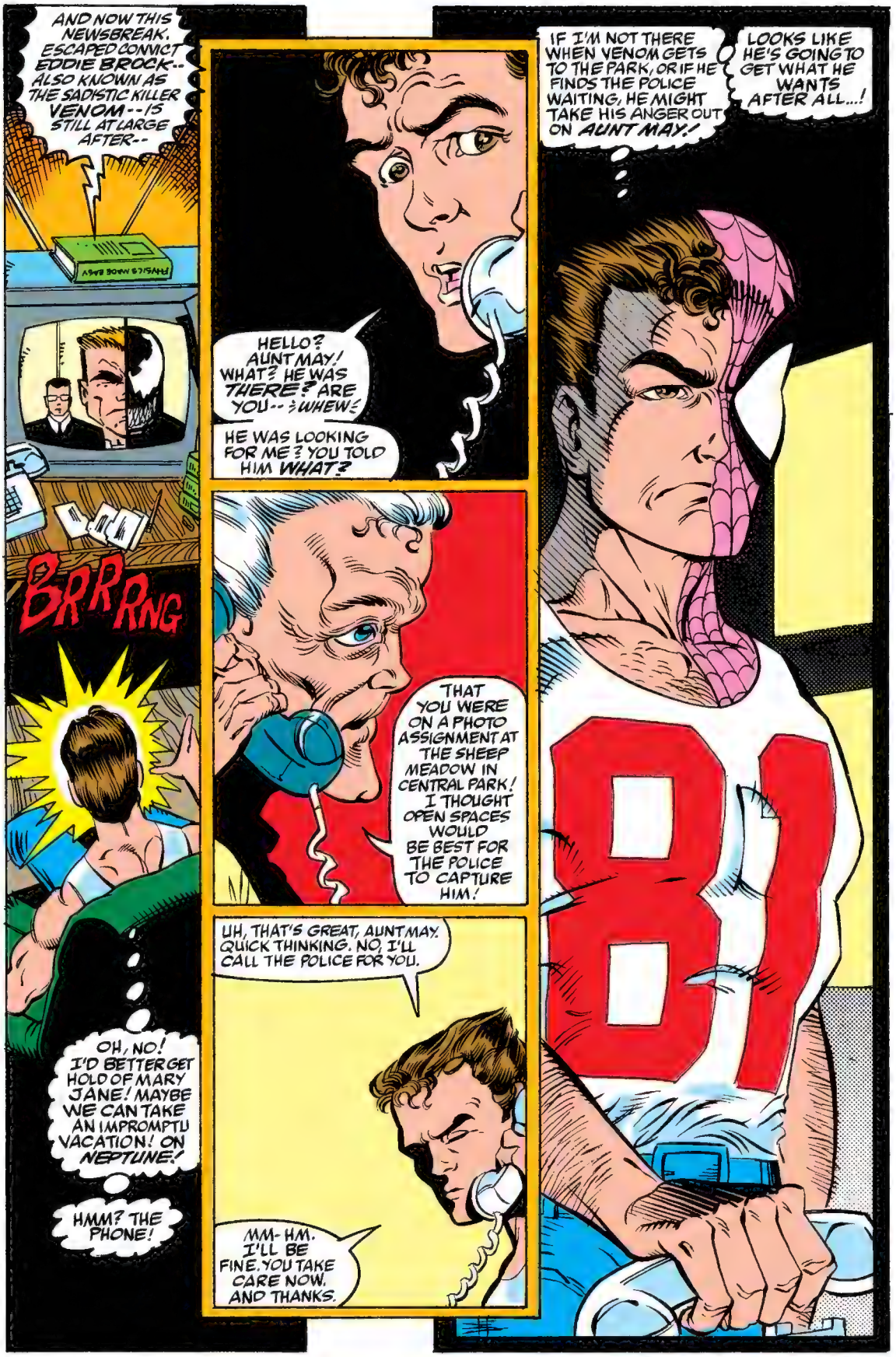
SORRY, HON. IT WAS LEFT OVER FROM A COMMERCYAL THEY SHOT ON STAGE 11 TODAY. GUESS IT GOT KIND OF FIZZED-OUT.
BUT ISN'T PARIS ROMANTIC? EVEN IF IT IS JUST A PAINTED SET?
A NEW JERSEY LANDFILL WOULD BE ROMANTIC IF YOU WERE THERE.
YOU'RE SWEET, DARLING. I COULD LISTEN TO YOU ALL NIGHT.
I JUST WISH THAT WITCH, FELICIA HARDY, WOULD LISTEN! YOU KNOW SHE'S GOING TO BREAK FLASH THOMPSON'S HEART--
--JUST BECAUSE YOU MARRIED ME INSTEAD OF HER! AND THERE ISN'T A DARN THING WE CAN DO ABOUT IT!
SURE THERE IS. WE JUST HAVEN'T THOUGHT OF IT YET!
IT'S KIND OF IRONIC, THOUGH. FELICIA'S CAUSING TROUBLE BECAUSE SHE CAN'T HAVE ME, AND JONNY CAESAR'S GIVING GRIEF BECAUSE HE CAN'T HAVE YOU!
WHICH REMINDS ME: WHEN WE'RE ALONE, I NEED TO TELL YOU ABOUT SOMETHING THAT HAPPENED AT THAT CHARITY GIG TODAY.
SOMETHING YOU'RE NOT GOING TO--
--LIKE? GULP! L-LET ME GUESS: THE HOT DOGS.
ANOTHER COMMERCIAL?
UH-UH. STUDIO COMMISSARY.
YOU OKAY?
SURE.
FOR A GUY WHO FEELS LIKE HE JUST LICKED THE INSIDE OF MAGIC JOHNSON'S SNEAKER!

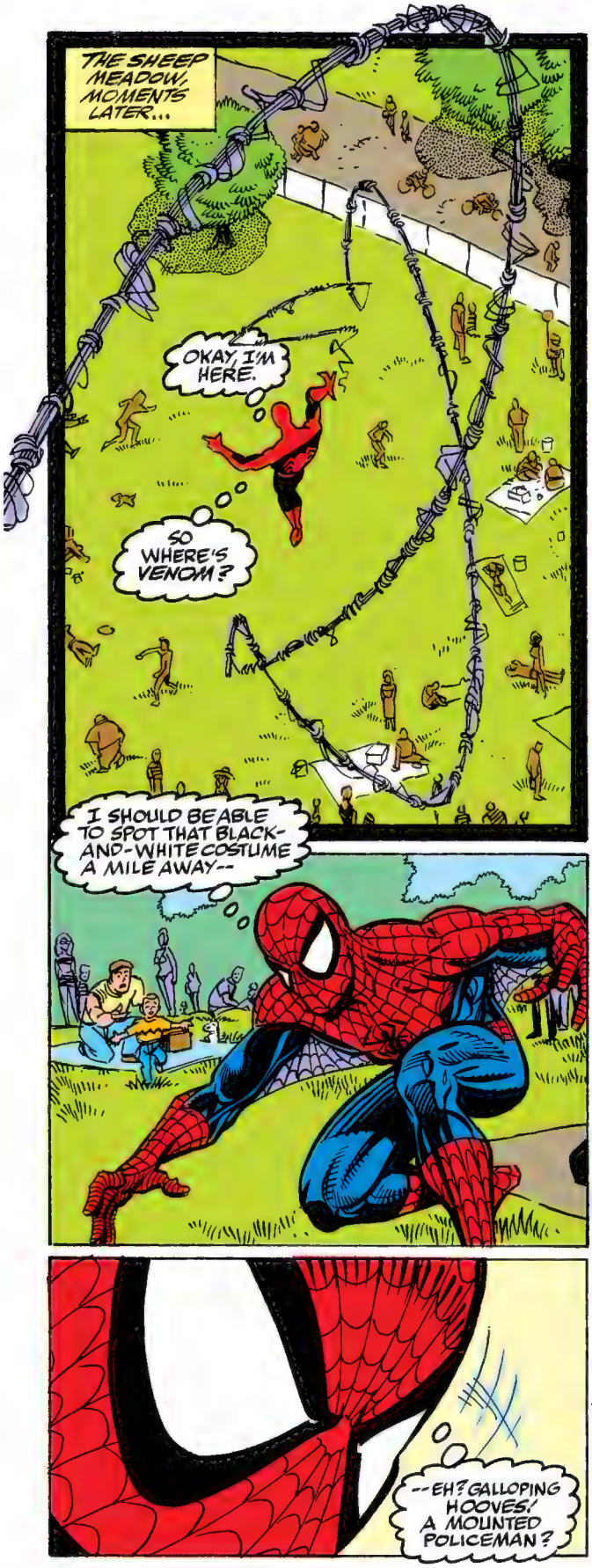

NEVERTHELESS, PETER SURVIVES.
AND THE NEXT DAY, IN QUEENS, AS HIS PROUD AND LOVING AUNT MAY TUNES IN THE LATEST EPISODE OF "SECRET HOSPITAL"...
ISN'T PETER A LUCKY BOY, NATHAN?
MARRIED TO SUCH A GLAMOROUS, UP-AND-COMING ACTRESS AS MARY JANE?
NATHAN?
POOR DEAR.
NODDED OFF AGAIN.
HIS HEART IS GETTING WORSE, AND THE MEDICINE HE HAS TO TAKE IS MAKING HIM WEAKER! I... I SUPPOSE I'LL HAVE TO BE STRONG... FOR BOTH OF US.
--NEWSBREAK. ESCAPED CONVICT EDDIE BROCK-- ALSO KNOWN AS THE SADISTIC KILLER, VENOM-- IS STILL AT LARGE AFTER--
OH, MY!
THAT'S PETER'S FRIEND!
WHAT IF HE DOESN'T KNOW THE MAN IS A CRIMINAL!
I'LL CALL HIM AND-- EH? BETTER ANSWER THE DOOR FIRST.
NOK NOK
IT COULD BE PETER MAKING A SURPRISE VISIT!
IT ISN'T.
HI. I'M EDDIE BROCK. REMEMBER ME?


THE BEDFORD TOWERS... MOMENTS EARLIER..
I THINK YOU'D BETTER LEAVE, SYBIL.
IN THAT CASE, DOCTOR, PERHAPS I'LL JUST TELL THE BOARD WHAT I KNOW ABOUT YOUR... PRIVATE PRACTICE!
YOU HAVE A VISITOR, MR. CAESAR.
BLAST IT, AUSTIN! I'VE TOLD YOU NEVER TO DISTURB ME WHEN "SECRET HOSPITAL" IS ON!
NEVER!
YOU'RE ALREADY DISTURBED, CAESAR. AND TELEVISION HAS NOTHING TO DO WITH IT!
MY... DEAR!
SEEING YOU AGAIN IS A DELIGHT THAT ONLY GODS, IN VIEWING THEIR OWN PERFECTION, MIGHT COMPREHEND!
STUFF IT! I'VE HEARD RUMORS, SO I CAME TO REMIND YOU.
I'M THE ONE WHO ESCAPED FROM YOU-- SPIDER-MAN WAS JUST AN INNOCENT BYSTANDER! LEAVE HIM OUT OF THIS!

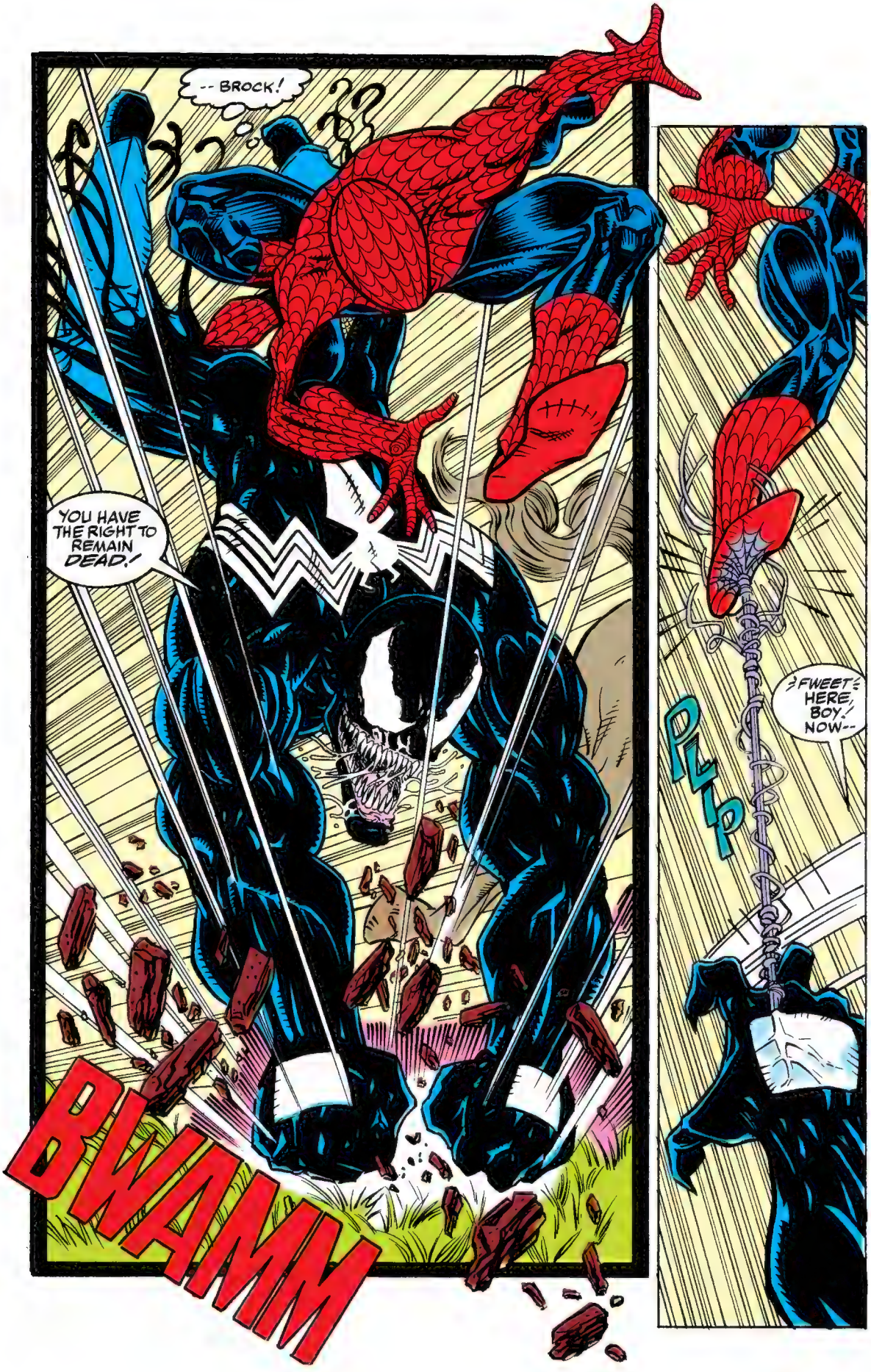

THAT MAY BE TRUE, MY SWEET. BUT UNWITTING OR NOT, HE DID INTERFERE.
HE MUST BE DISCIPLINED.
SECRET HOSPITA
LOOK, I'M NOT GOING TO-- WAIT! THAT SCRIPT! FROM ONE OF NEXT WEEK'S EPISODES?!
THOSE ARE GUARDED BETTER THAN THE GOLD IN FORT KNOX! HOW DID YOU--?
THERE ARE WAYS TO GET ANYTHING, PRECIOUS.
IF YOU WANT IT BADLY ENOUGH.
J-JUST LEAVE ME ALONE, YOU LUNATIC! LEAVE US ALL ALONE!
SLAM
BRAVE GIRL.
CHWEEP
HER DEATH WILL BE DELICIOUS.
YOU EVEN THINK THAT, YOU WALKING CADAVER, AND I'LL HAVE YOUR EYES ON A PLATTER!
YOU'RE TO KILL SPIDER-MAN, AND SPIDER-MAN ONLY.

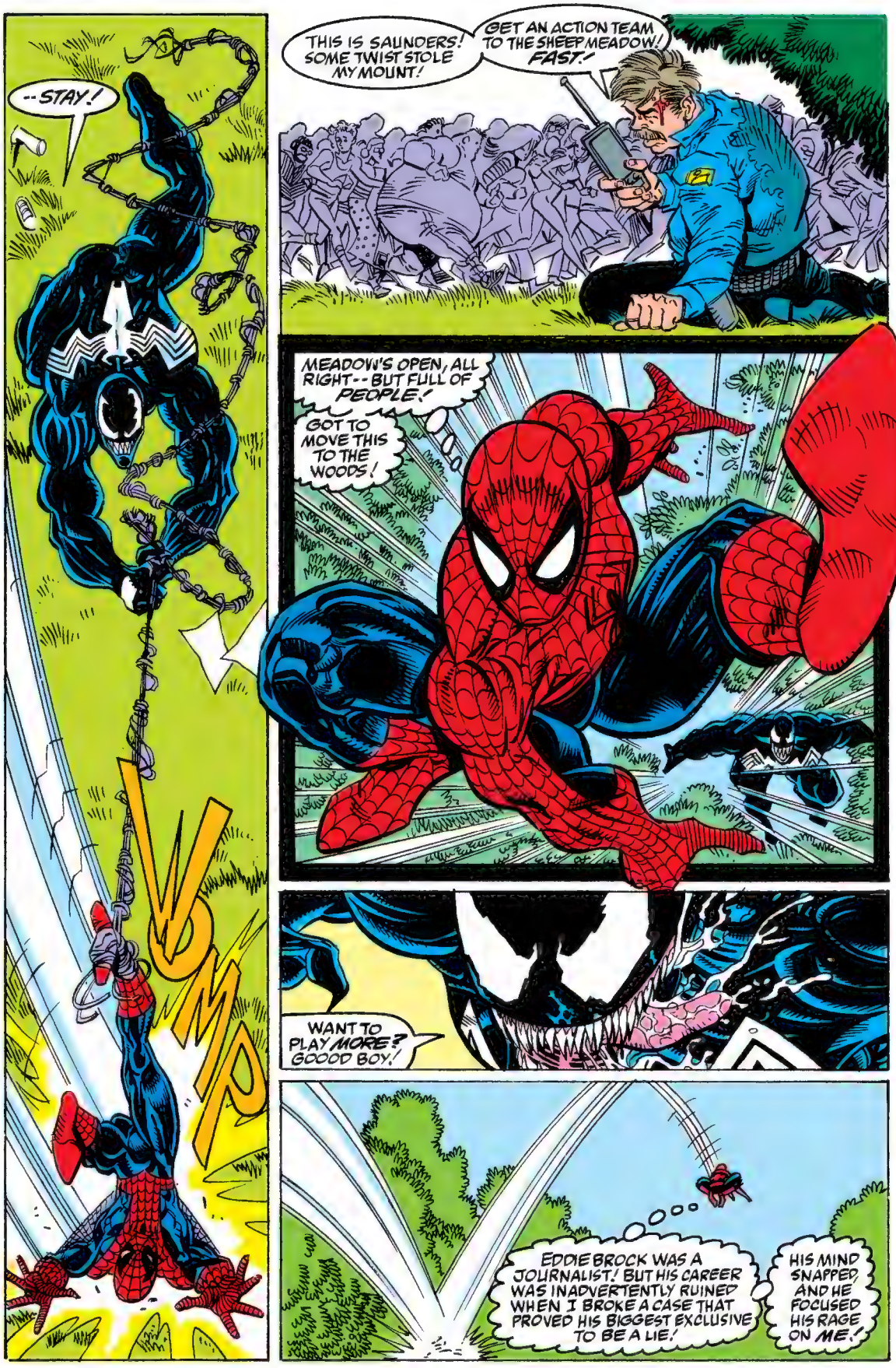

THAT CHARITY EVENT WAS WIDELY PUBLICIZED, MR. CAESAR. WE WON'T FIND SPIDER-MAN SO EASILY AGAIN.
THEN MONITOR NEWS REPORTS, POLICE BAND RADIO! THAT WORM IS ALWAYS UP TO SOMETHING OR--
CHWRP?
STYX! NO--!
AHHHHHHH.
TSSSSSS
THAT WILL COME OUT OF YOUR SALARY.
BARBARIAN!
SOHO, THOSE SAME MOMENTS EARLIER...
ACCORDING TO AN ARTICLE I READ, LOTS OF GRAD STUDENTS WATCH SOAPS THESE DAYS. BUT--
-- HOW MANY GET TO SMOOCH WITH ONE OF THE STARS AFTER CLASS?
M.J., CALL JAMIE WILLIAMS. -PETE
PHYSICS

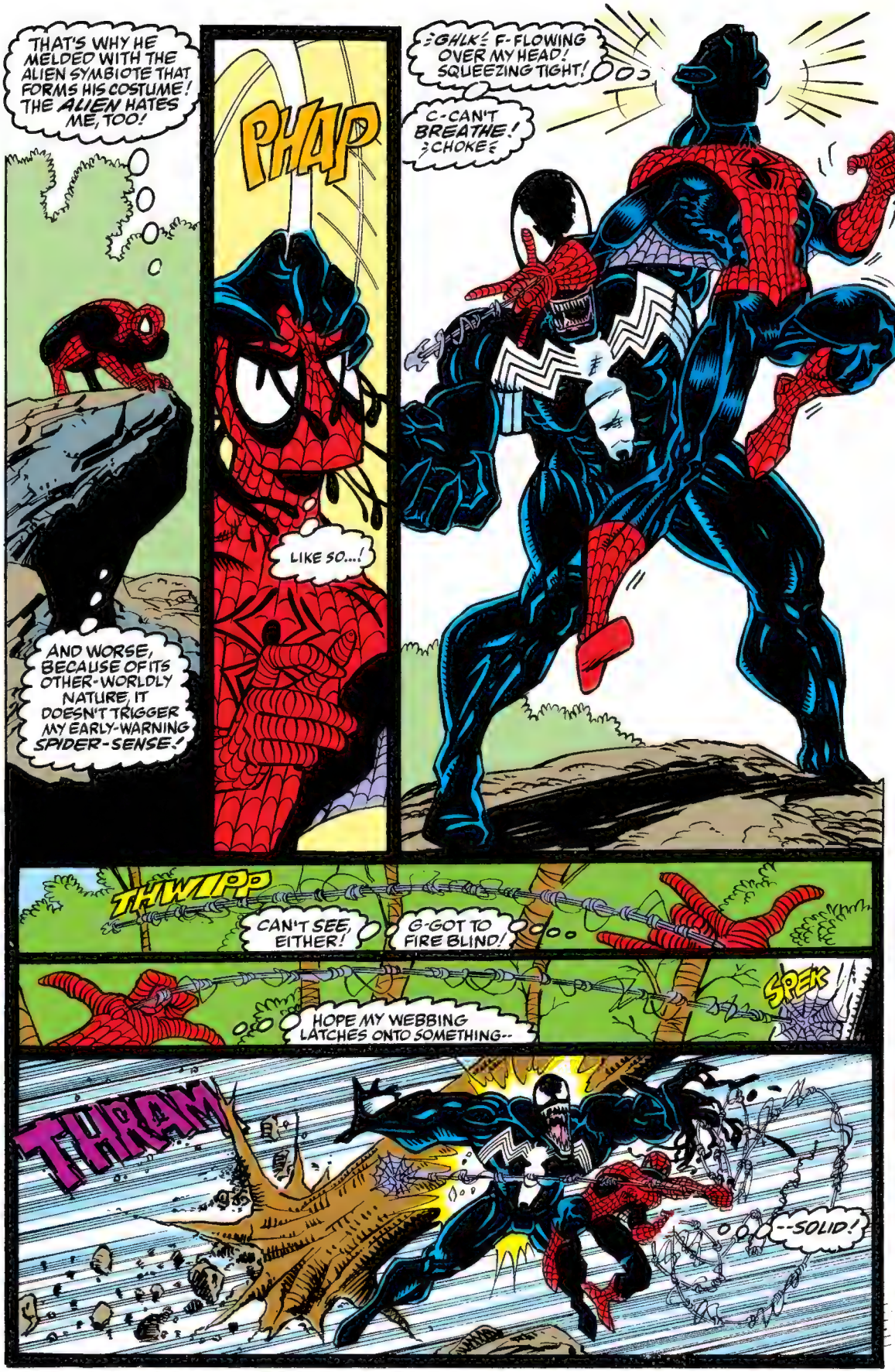

AND NOW THIS NEWSBREAK. ESCAPED CONVICT EDDIE BROCK-- ALSO KNOWN AS THE SADISTIC KILLER VENOM--IS STILL AT LARGE AFTER--
BRRRNG
OH, NO! I'D BETTER GET HOLD OF MARY JANE! MAYBE WE CAN TAKE AN IMPROMPTU VACATION! ON NEPTUNE!
HMM? THE PHONE!
HELLO? AUNT MAY! WHAT? HE WAS THERE? ARE YOU-- ...WHEW!
HE WAS LOOKING FOR ME? YOU TOLD HIM WHAT?
THAT YOU WERE ON A PHOTO ASSIGNMENT AT THE SHEEP MEADOW IN CENTRAL PARK! I THOUGHT OPEN SPACES WOULD BE BEST FOR THE POLICE TO CAPTURE HIM!
UH, THAT'S GREAT, AUNT MAY. QUICK THINKING. NO, I'LL CALL THE POLICE FOR YOU.
MM-HM. I'LL BE FINE. YOU TAKE CARE NOW. AND THANKS.
IF I'M NOT THERE WHEN VENOM GETS TO THE PARK, OR IF HE FINDS THE POLICE WAITING, HE MIGHT TAKE HIS ANGER OUT ON AUNT MAY!
LOOKS LIKE HE'S GOING TO GET WHAT HE WANTS AFTER ALL...!
81


THE SHEEP MEADOW, MOMENTS LATER...
OKAY, I'M HERE.
SO WHERE'S VENOM?
I SHOULD BE ABLE TO SPOT THAT BLACK-AND-WHITE COSTUME A MILE AWAY--
--EH? GALLOPING HOOVES! A MOUNTED POLICEMAN?

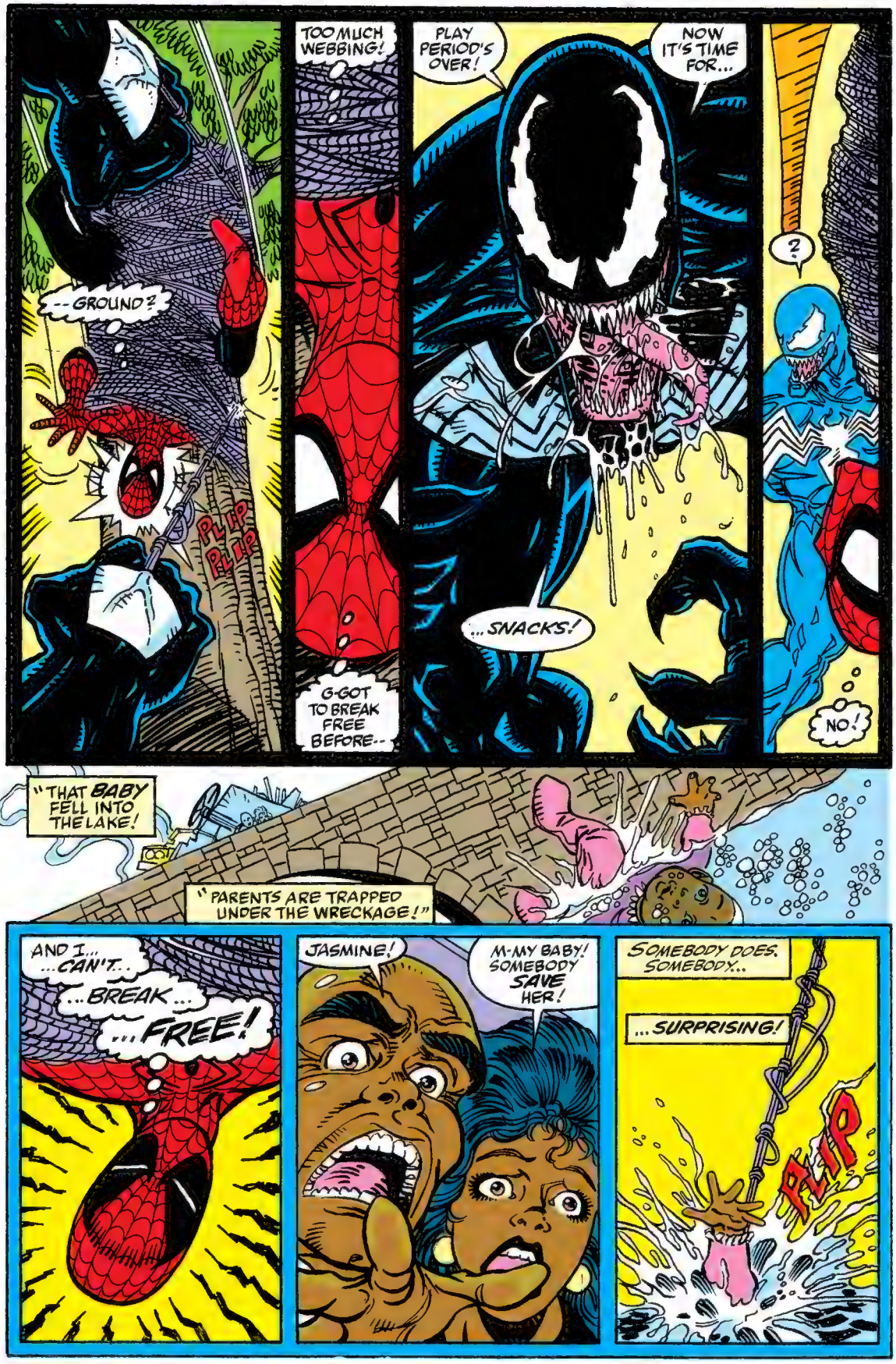
YOU'RE UNDER ARREST, WALL-CRAWLER!
FOR DESTROYING MY LIFE!
UNIFORM CHANGING! MOVING! THAT'S NO COP! IT'S EDDIE--

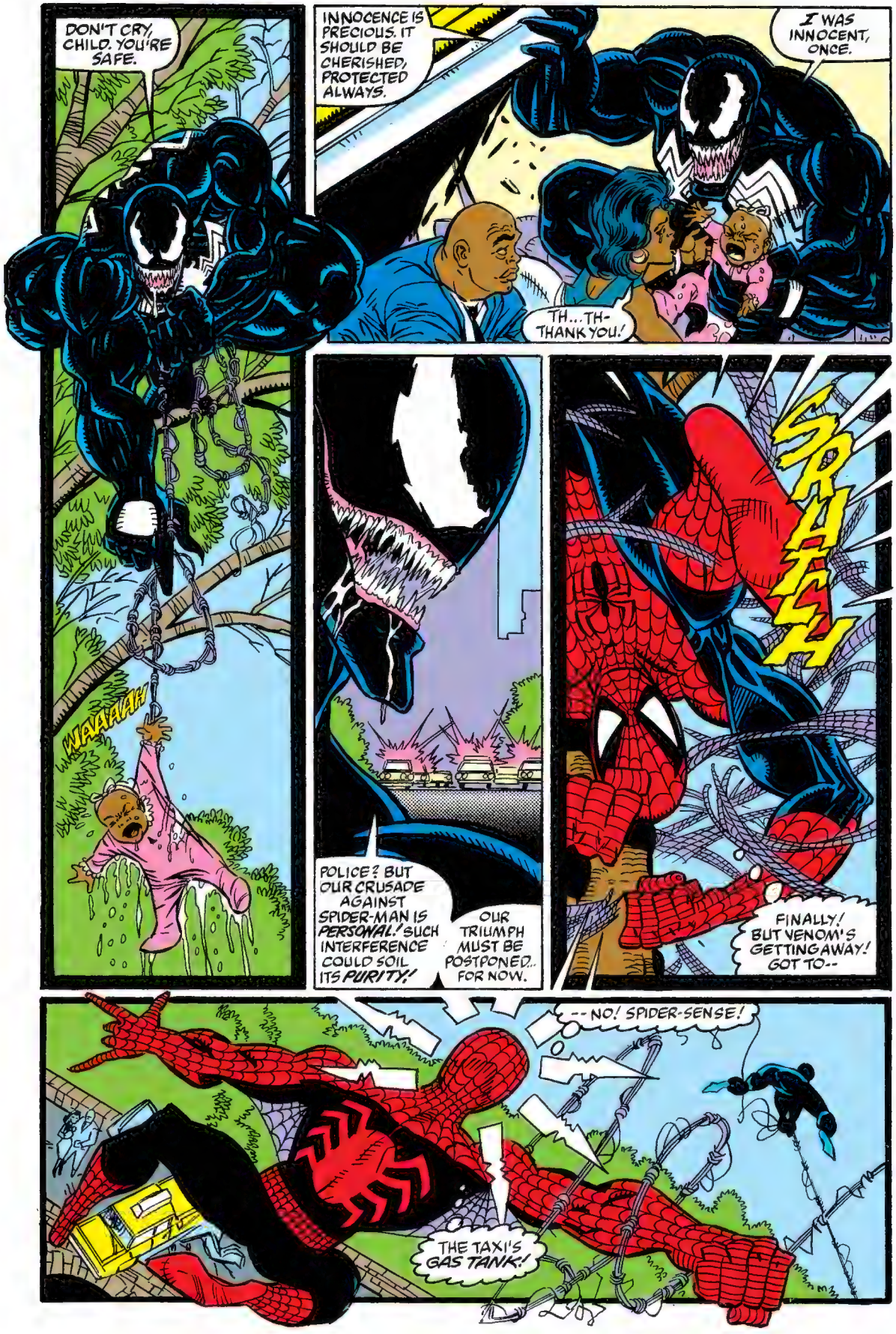

-- BROCK!
YOU HAVE THE RIGHT TO REMAIN DEAD!
BWAMM
PLIP
FWEET! HERE, BOY! NOW--

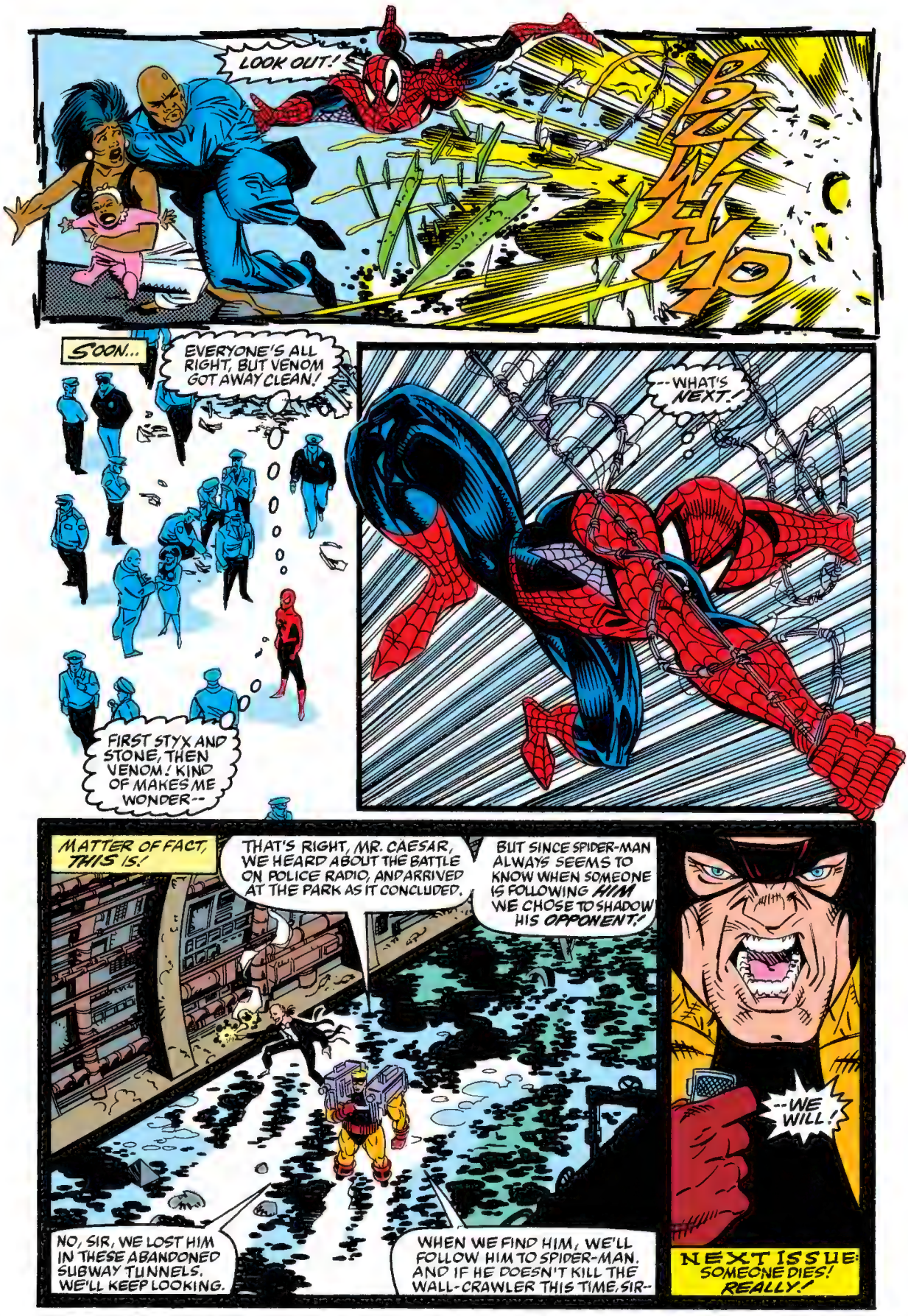

--STAY!
THIS IS SAUNDERS! SOME TWIST STOLE MY MOUNT!
GET AN ACTION TEAM TO THE SHEEP MEADOW! FAST!
MEADOW'S OPEN, ALL RIGHT--BUT FULL OF PEOPLE!
GOT TO MOVE THIS TO THE WOODS!
VMP
WANT TO PLAY MORE? GOOOD BOY!
EDDIE BROCK WAS A JOURNALIST! BUT HIS CAREER WAS INADVERTENTLY RUINED WHEN I BROKE A CASE THAT PROVED HIS BIGGEST EXCLUSIVE TO BE A LIE!
HIS MIND SNAPPED, AND HE FOCUSED HIS RAGE ON ME!


THAT'S WHY HE MELDED WITH THE ALIEN SYMBIOTE THAT FORMS HIS COSTUME! THE ALIEN HATES ME, TOO!
AND WORSE, BECAUSE OF ITS OTHER-WORLDLY NATURE, IT DOESN'T TRIGGER MY EARLY-WARNING SPIDER-SENSE!
PHAP
LIKE SO...!
GHLK! F-FLOWING OVER MY HEAD! SQUEEZING TIGHT!
C-CAN'T BREATHE! CHOKE
THWIPP
CAN'T SEE, EITHER!
G-GOT TO FIRE BLIND!
SPEK!
HOPE MY WEBBING LATCHES ONTO SOMETHING--
THRAM
--SOLID!

SIRENS IN THE DISTANCE! BUT VENOM'S ON MY TAIL!
HE'LL RIP THROUGH POLICE OR ANYTHING ELSE TO GET TO ME--
--EEEYOWP! GOOD EXAMPLE!
IT'S A GOOD THING MY SPIDER-SENSE STILL WORKS ON TAXIS!
MADRE--!
"IT HIT THAT HANSOM CAB! DOESN'T LOOK LIKE THE PASSENGERS WERE HURT, BUT I'LL DOUBLE-CHECK ONCE I REACH THE--"


--GROUND?
PL HP
PL IP
TOO MUCH WEBBING!
G-GOT TO BREAK FREE BEFORE--
PLAY PERIOD'S OVER!
NOW IT'S TIME FOR...
...SNACKS!
?
NO!
"THAT BABY FELL INTO THE LAKE!
"PARENTS ARE TRAPPED UNDER THE WRECKAGE!"
AND I... ...CAN'T... ...BREAK... ...FREE!
JASMINE!
M-MY BABY! SOMEBODY SAVE HER!
SOMEBODY DOES. SOMEBODY...
...SURPRISING!
FLIP


DON'T CRY, CHILD. YOU'RE SAFE.
WAAAAAH
INNOCENCE IS PRECIOUS. IT SHOULD BE CHERISHED, PROTECTED ALWAYS.
I WAS INNOCENT, ONCE.
TH...TH-THANK YOU!
POLICE? BUT OUR CRUSADE AGAINST SPIDER-MAN IS PERSONAL! SUCH INTERFERENCE COULD SOIL ITS PURITY!
OUR TRIUMPH MUST BE POSTPONED... FOR NOW.
SKRAKK
FINALLY! BUT VENOM'S GETTING AWAY! GOT TO--
--NO! SPIDER-SENSE!
THE TAXI'S GAS TANK!


LOOK OUT!
BAM
SOON...
EVERYONE'S ALL RIGHT, BUT VENOM GOT AWAY CLEAN!
FIRST STYX AND STONE, THEN VENOM! KIND OF MAKES ME WONDER--
--WHAT'S NEXT!
MATTER OF FACT, THIS IS!
THAT'S RIGHT, MR. CAESAR, WE HEARD ABOUT THE BATTLE ON POLICE RADIO, AND ARRIVED AT THE PARK AS IT CONCLUDED.
BUT SINCE SPIDER-MAN ALWAYS SEEMS TO KNOW WHEN SOMEONE IS FOLLOWING HIM WE CHOSE TO SHADOW HIS OPPONENT!
--WE WILL!
NO, SIR, WE LOST HIM IN THESE ABANDONED SUBWAY TUNNELS. WE'LL KEEP LOOKING.
WHEN WE FIND HIM, WE'LL FOLLOW HIM TO SPIDER-MAN. AND IF HE DOESN'T KILL THE WALL-CRAWLER THIS TIME, SIR--
NEXT ISSUE: SOMEONE DIES! REALLY!

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AMERICA'S FAVORITE NON-MUTANT™ SUPER HERO!
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OUT OF MY WAY, LOSERS! SPIDER-MAN IS MINE!!
IF STYX AND STONE DON'T BREAK SPIDEY'S BONES -- VENOM WILL!!
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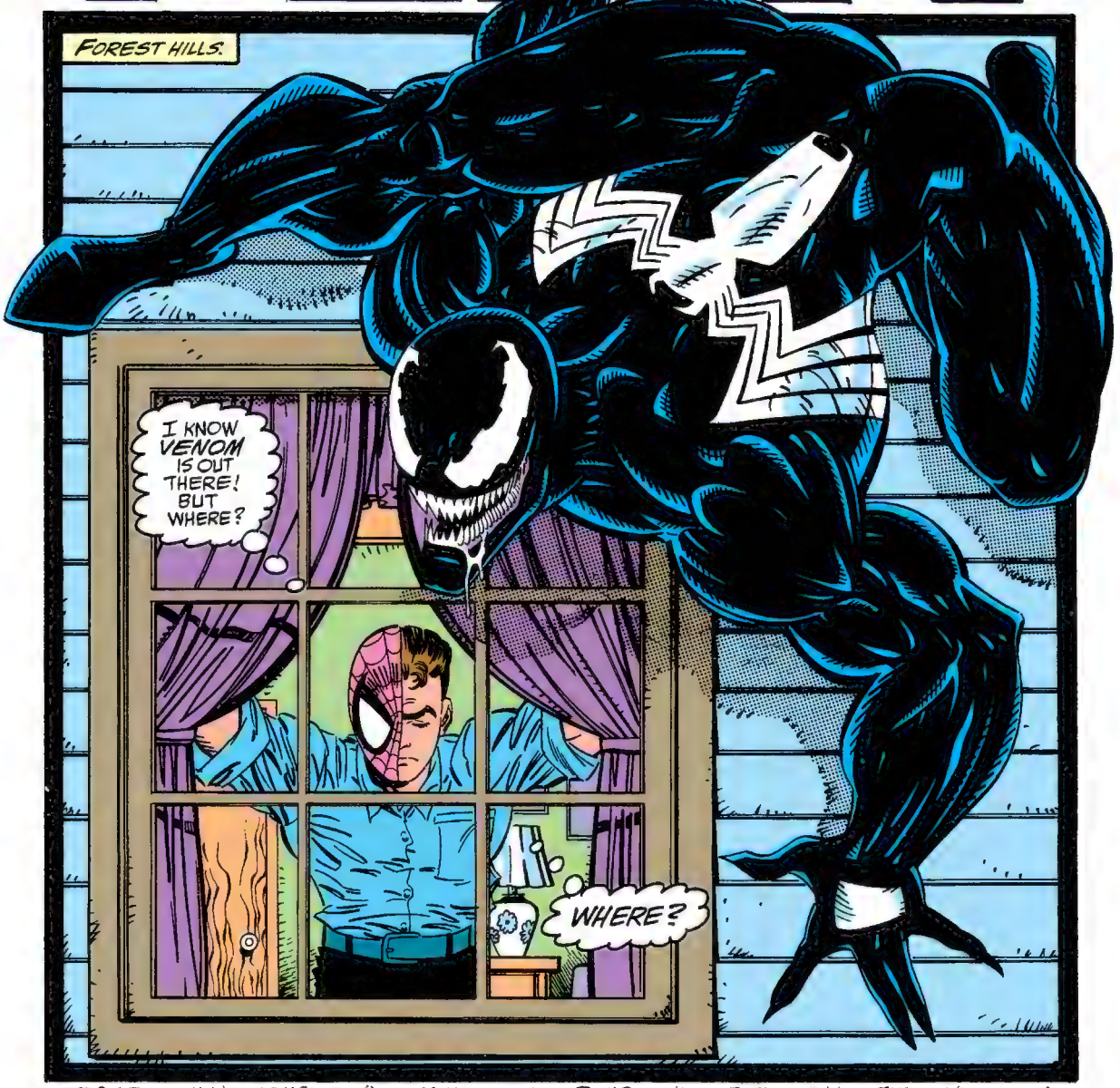
STALKING FEAT!



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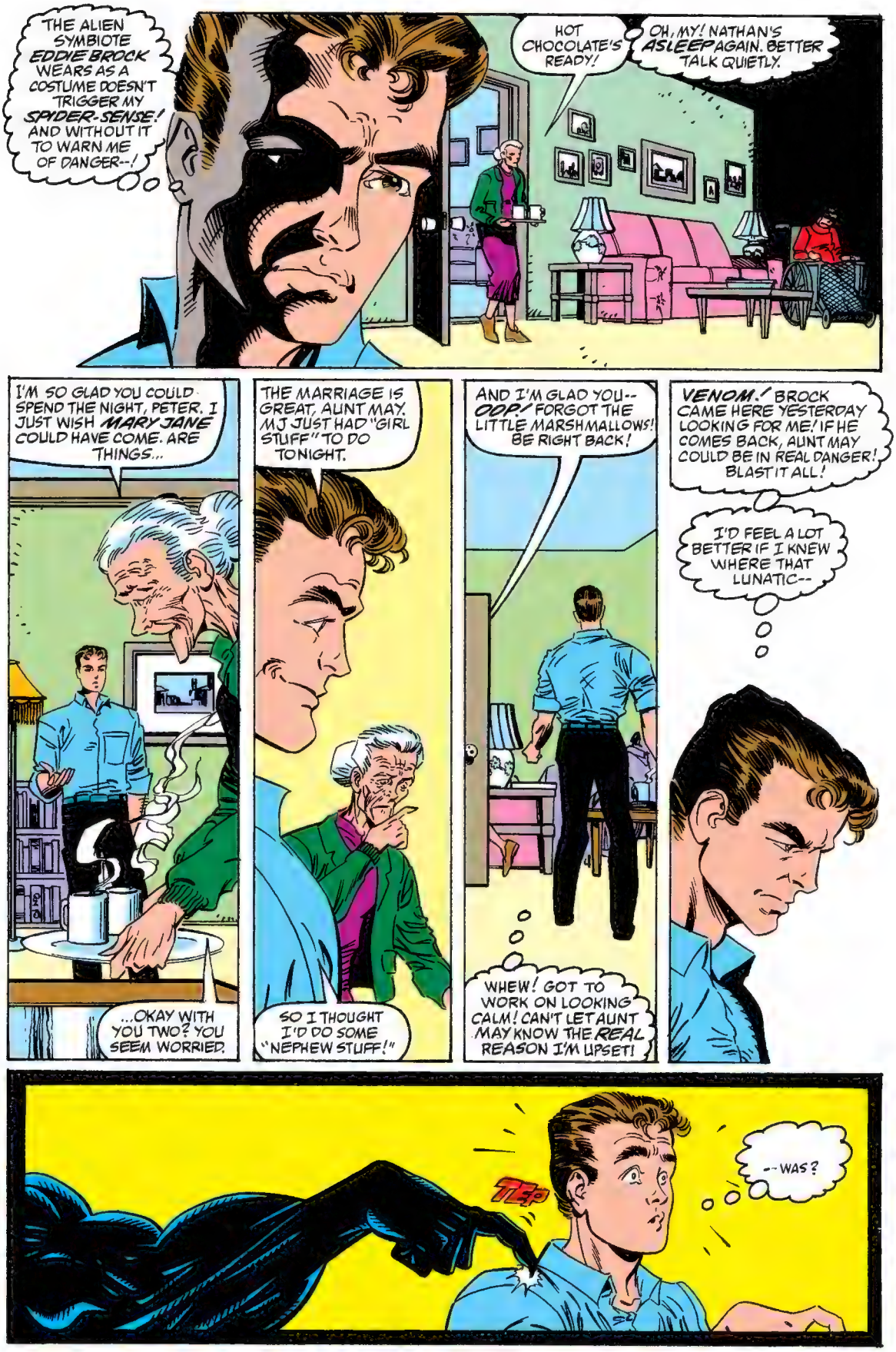
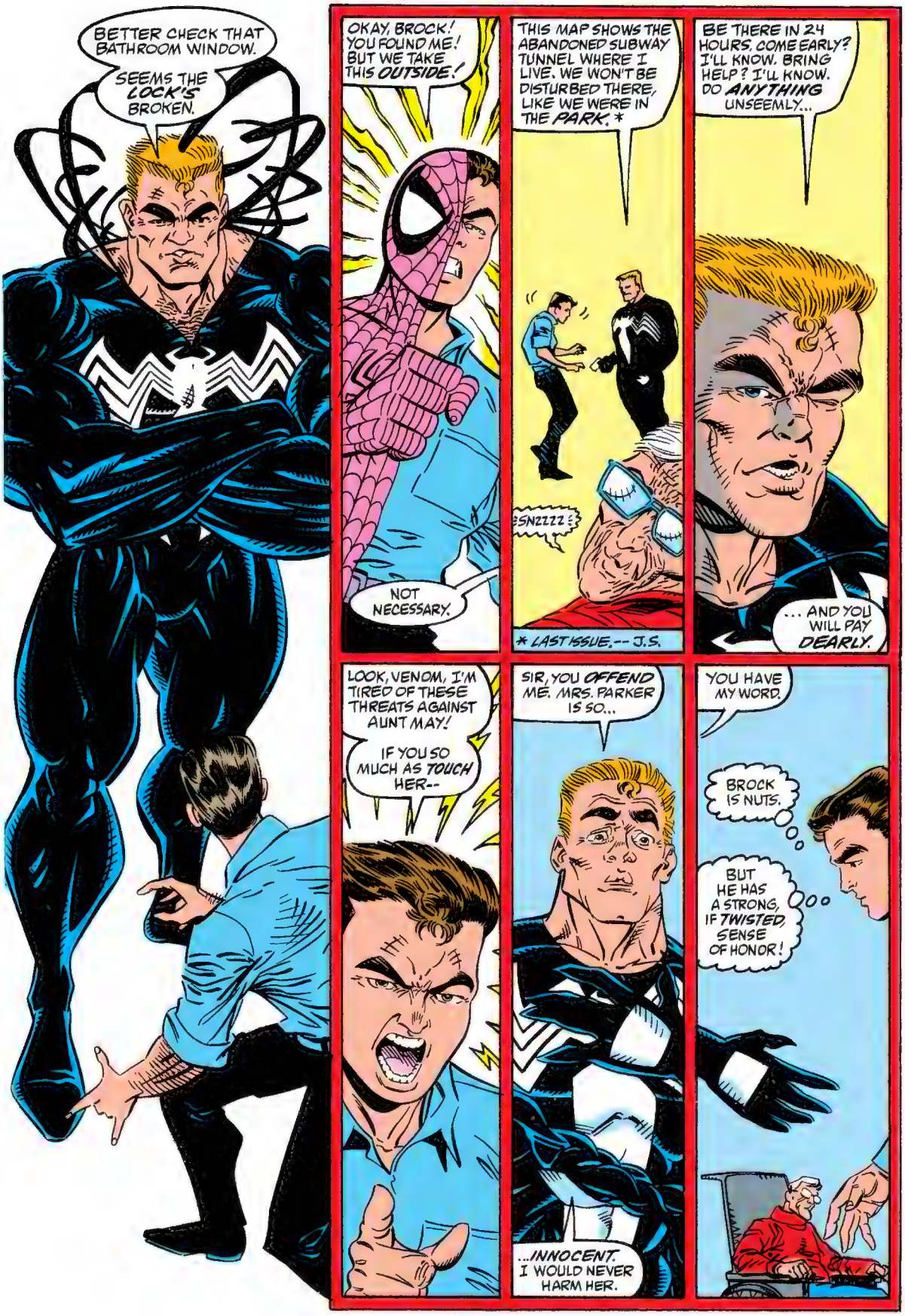
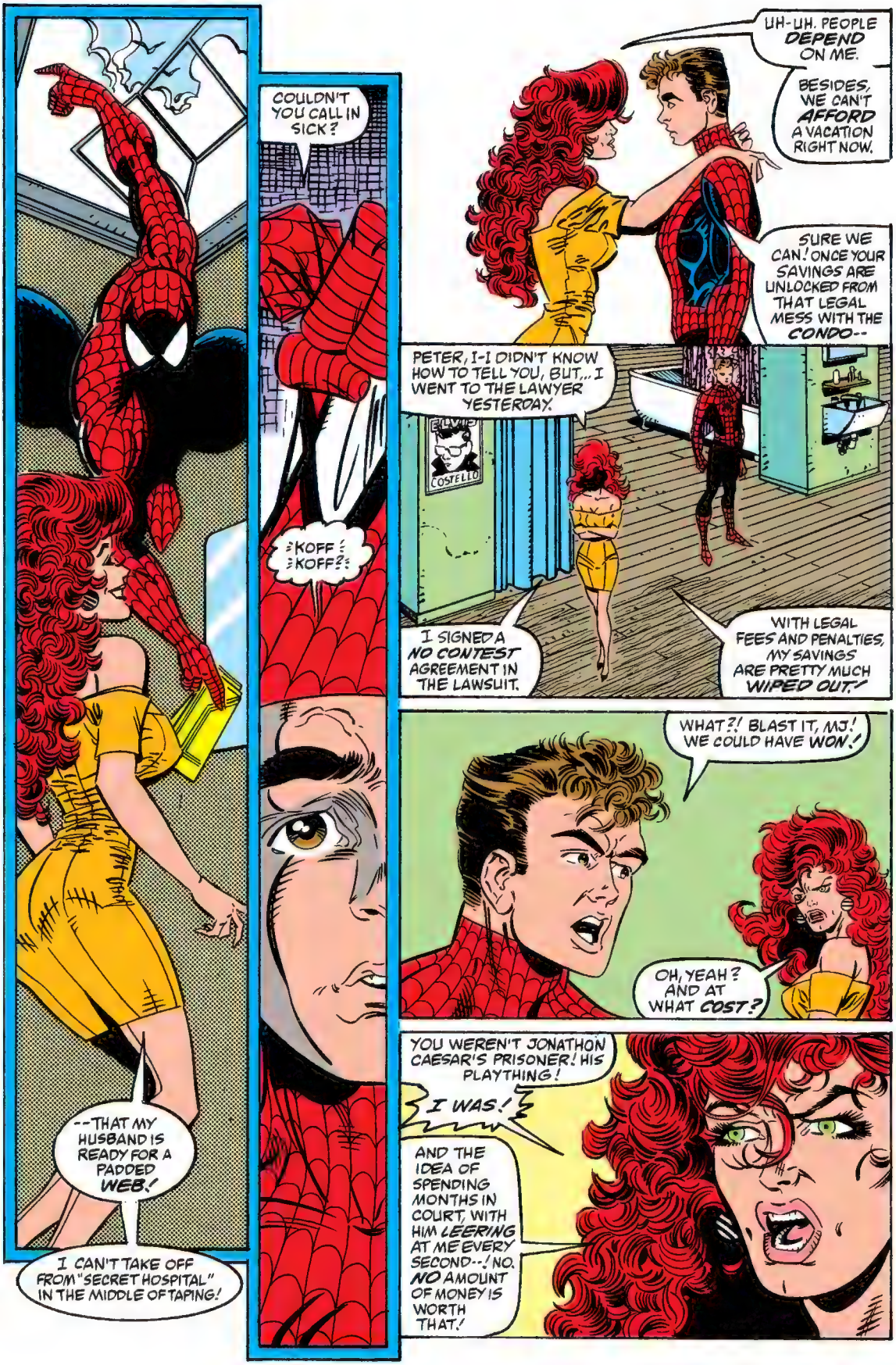
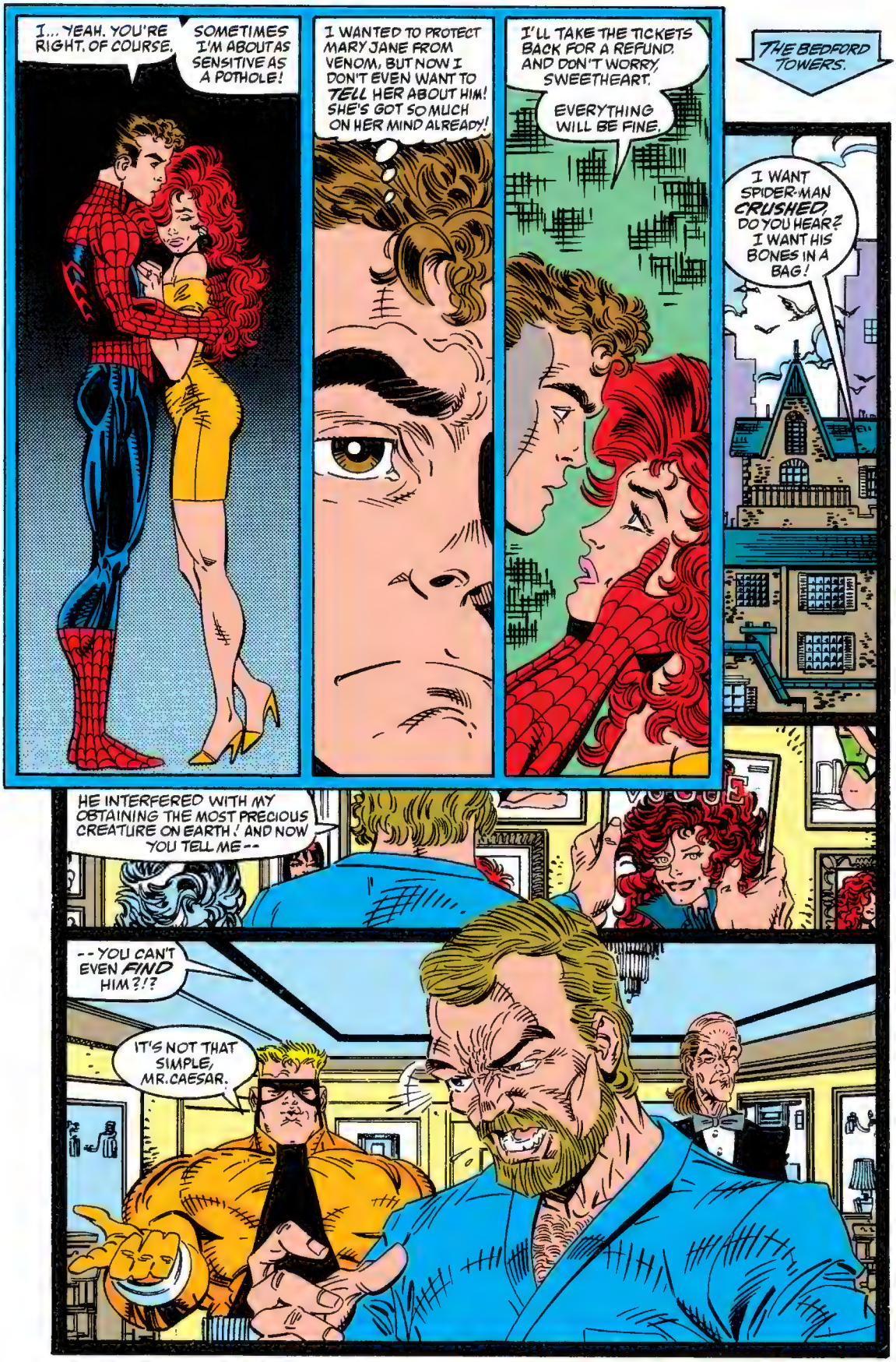
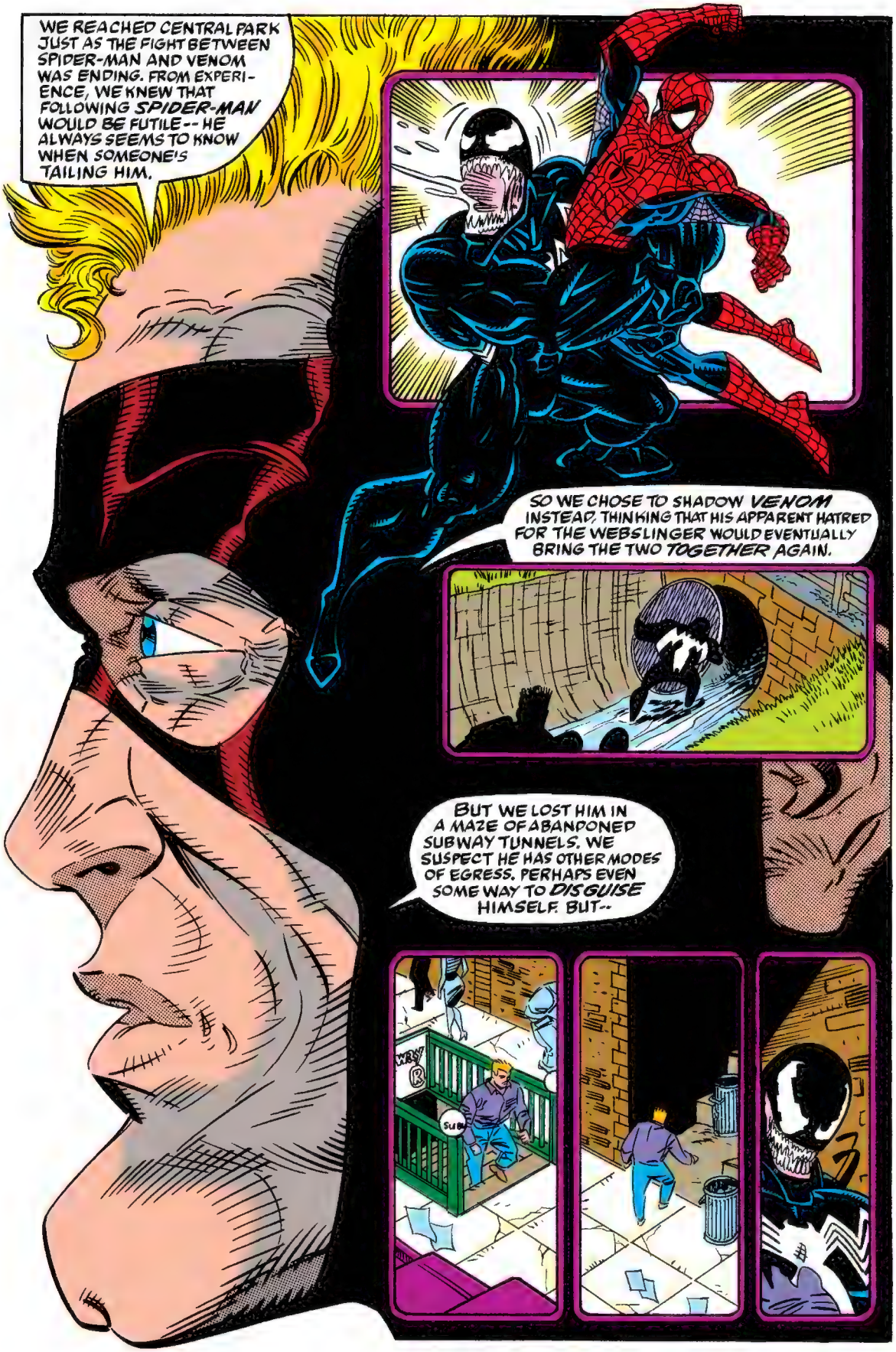

THE ALIEN SYMBIOTE EDDIE BROCK WEARS AS A COSTUME DOESN'T TRIGGER MY SPIDER-SENSE! AND WITHOUT IT TO WARN ME OF DANGER--!
HOT CHOCOLATE'S READY!
OH, MY! NATHAN'S ASLEEP AGAIN. BETTER TALK QUIETLY.
I'M SO GLAD YOU COULD SPEND THE NIGHT, PETER. I JUST WISH MARY JANE COULD HAVE COME. ARE THINGS...
...OKAY WITH YOU TWO? YOU SEEM WORRIED.
THE MARRIAGE IS GREAT, AUNT MAY. MJ JUST HAD "GIRL STUFF" TO DO TONIGHT.
SO I THOUGHT I'D DO SOME "NEPHEW STUFF!"
AND I'M GLAD YOU-- OOP! FORGOT THE LITTLE MARSHMALLOWS! BE RIGHT BACK!
WHEW! GOT TO WORK ON LOOKING CALM! CAN'T LET AUNT MAY KNOW THE REAL REASON I'M UPSET!
VENOM.! BROCK CAME HERE YESTERDAY LOOKING FOR ME! IF HE COMES BACK, AUNT MAY COULD BE IN REAL DANGER! BLAST IT ALL!
I'D FEEL A LOT BETTER IF I KNEW WHERE THAT LUNATIC--
TCP
--WAS?

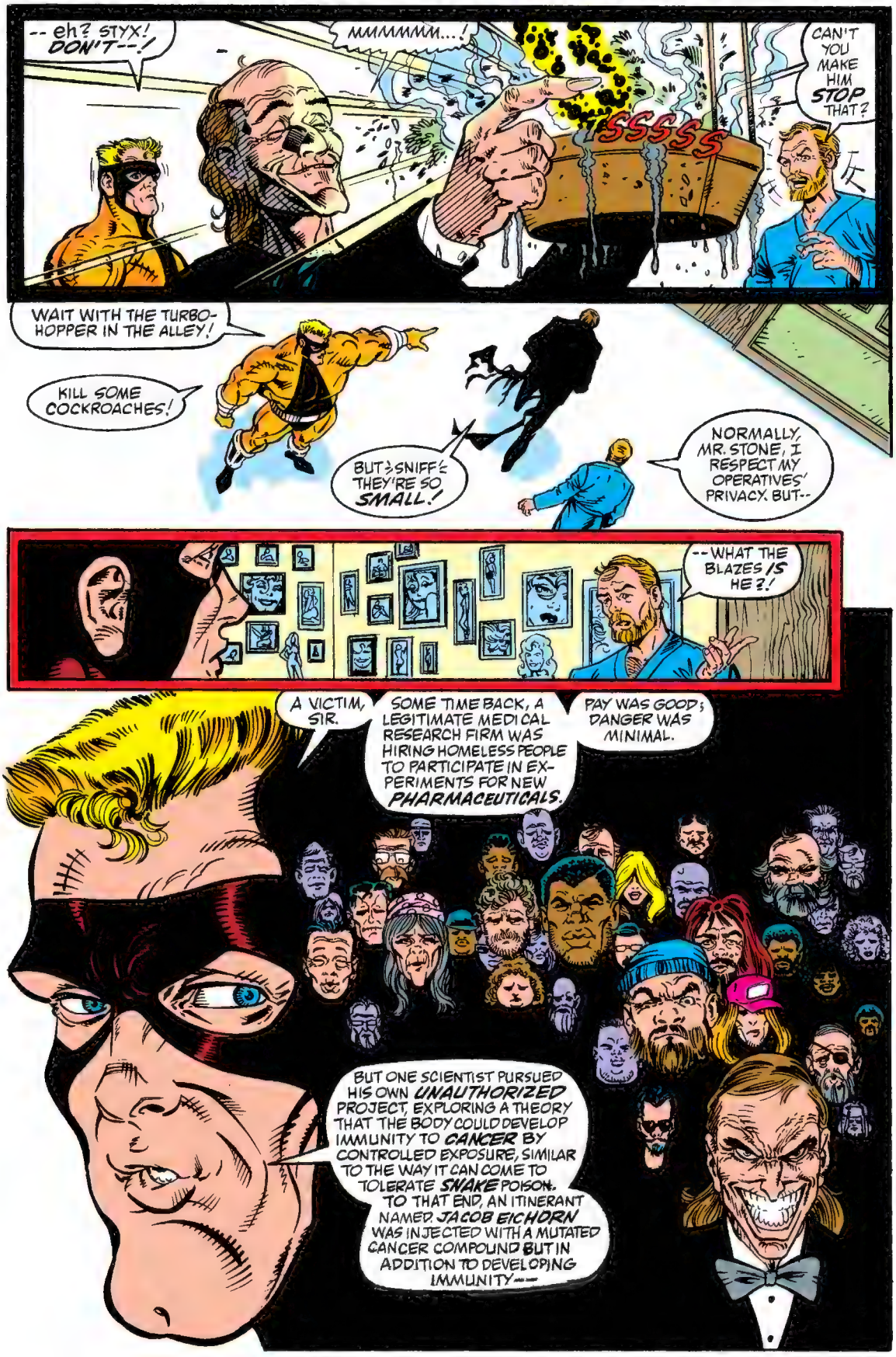

BETTER CHECK THAT BATHROOM WINDOW.
SEEMS THE LOCK'S BROKEN.
OKAY, BROCK! YOU FOUND ME! BUT WE TAKE THIS OUTSIDE!
NOT NECESSARY.
THIS MAP SHOWS THE ABANDONED SUBWAY TUNNEL WHERE I LIVE. WE WON'T BE DISTURBED THERE, LIKE WE WERE IN THE PARK. *
SNZZZZ
* LAST ISSUE.-- J.S.
BE THERE IN 24 HOURS. COME EARLY? I'LL KNOW. BRING HELP? I'LL KNOW. DO ANYTHING UNSEEMLY...
... AND YOU WILL PAY DEARLY.
LOOK, VENOM, I'M TIRED OF THESE THREATS AGAINST AUNT MAY!
IF YOU SO MUCH AS TOUCH HER--
SIR, YOU OFFEND ME. MRS. PARKER IS SO...
...INNOCENT. I WOULD NEVER HARM HER.
YOU HAVE MY WORD.
BROCK IS NUTS.
BUT HE HAS A STRONG, IF TWISTED, SENSE OF HONOR!

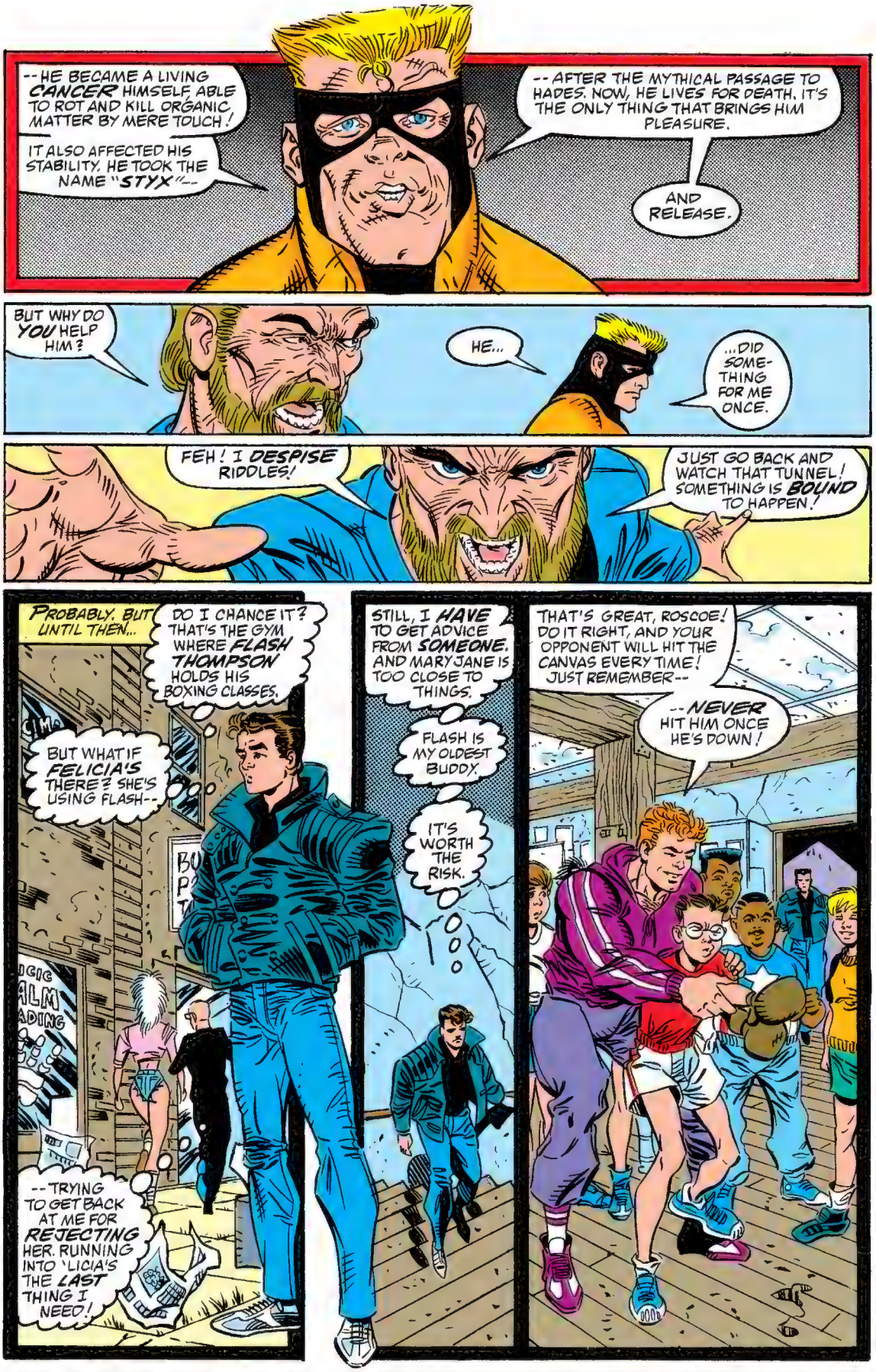
WHO ARE YOU TALKING TO, PETER? IS NATHAN AWAKE?
UH, NO, AUNT MAY! I-IT'S--
MANHATTAN: THE NEXT MORNING...
HEY, HOT STUFF! WHAT WOULD YOU SAY TO A WEEKEND IN ARUBA?
--SOMEONE FROM THE GAS COMPANY.!
NIIIIIIIICE!
THEY'RE READING METERS THIS LATE? HOW ODD.
YEAH.
UH, I'D SAY--
IT'S DOWNRIGHT WEIRD...!

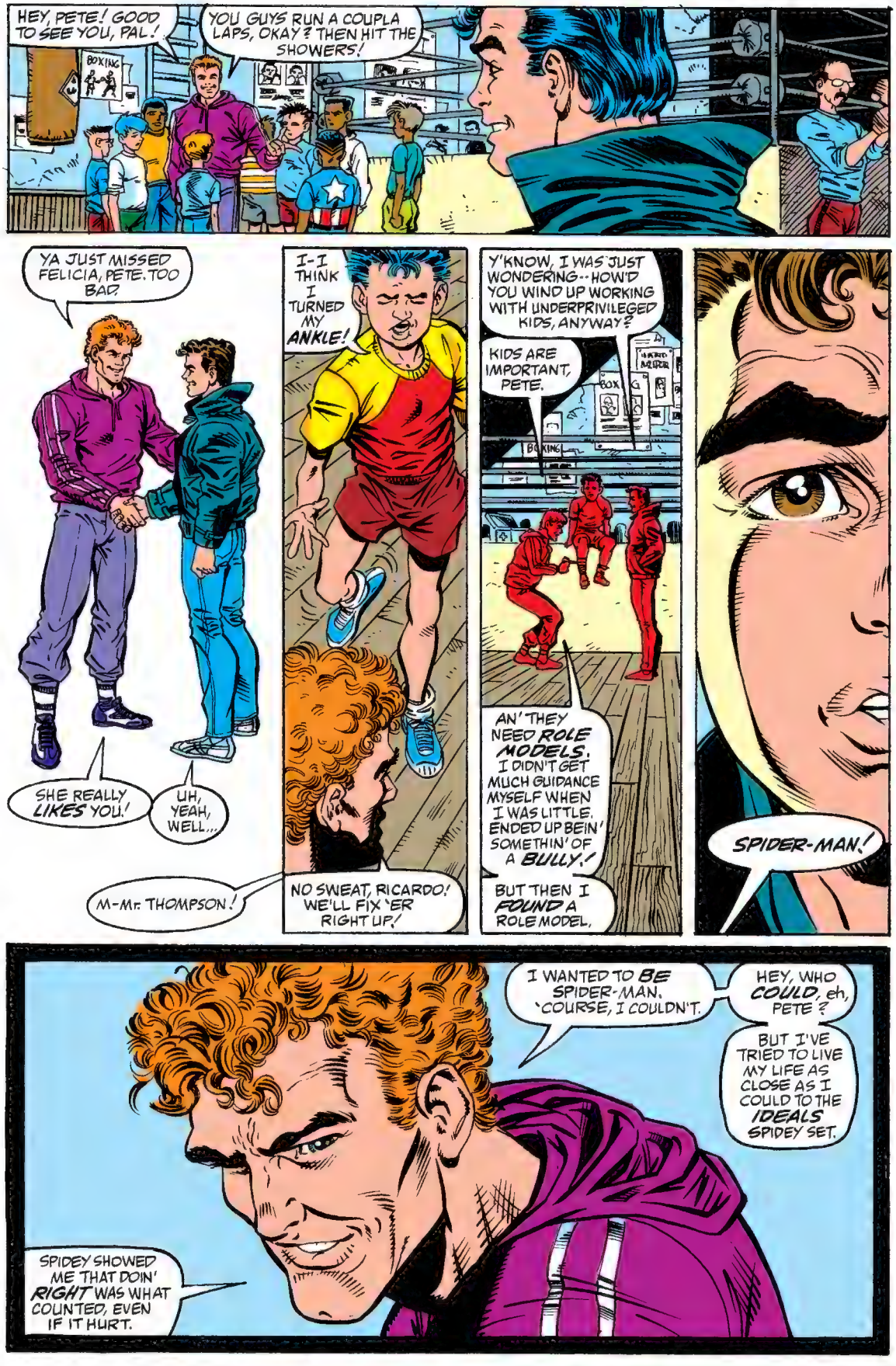

I CAN'T TAKE OFF FROM "SECRET HOSPITAL" IN THE MIDDLE OF TAPING!
--THAT MY HUSBAND IS READY FOR A PADDED WEB!
COULDN'T YOU CALL IN SICK?
:KOFF: :KOFF?:
UH-UH. PEOPLE DEPEND ON ME.
BESIDES, WE CAN'T AFFORD A VACATION RIGHT NOW.
SURE WE CAN! ONCE YOUR SAVINGS ARE UNLOCKED FROM THAT LEGAL MESS WITH THE CONDO--
PETER, I-I DIDN'T KNOW HOW TO TELL YOU, BUT,.. I WENT TO THE LAWYER YESTERDAY.
I SIGNED A NO CONTEST AGREEMENT IN THE LAWSUIT.
WITH LEGAL FEES AND PENALTIES, MY SAVINGS ARE PRETTY MUCH WIPED OUT!
WHAT?! BLAST IT, MJ! WE COULD HAVE WON!
OH, YEAH? AND AT WHAT COST?
YOU WEREN'T JONATHON CAESAR'S PRISONER! HIS PLAYTHING!
I WAS!
AND THE IDEA OF SPENDING MONTHS IN COURT, WITH HIM LEERING AT ME EVERY SECOND--! NO. NO AMOUNT OF MONEY IS WORTH THAT!

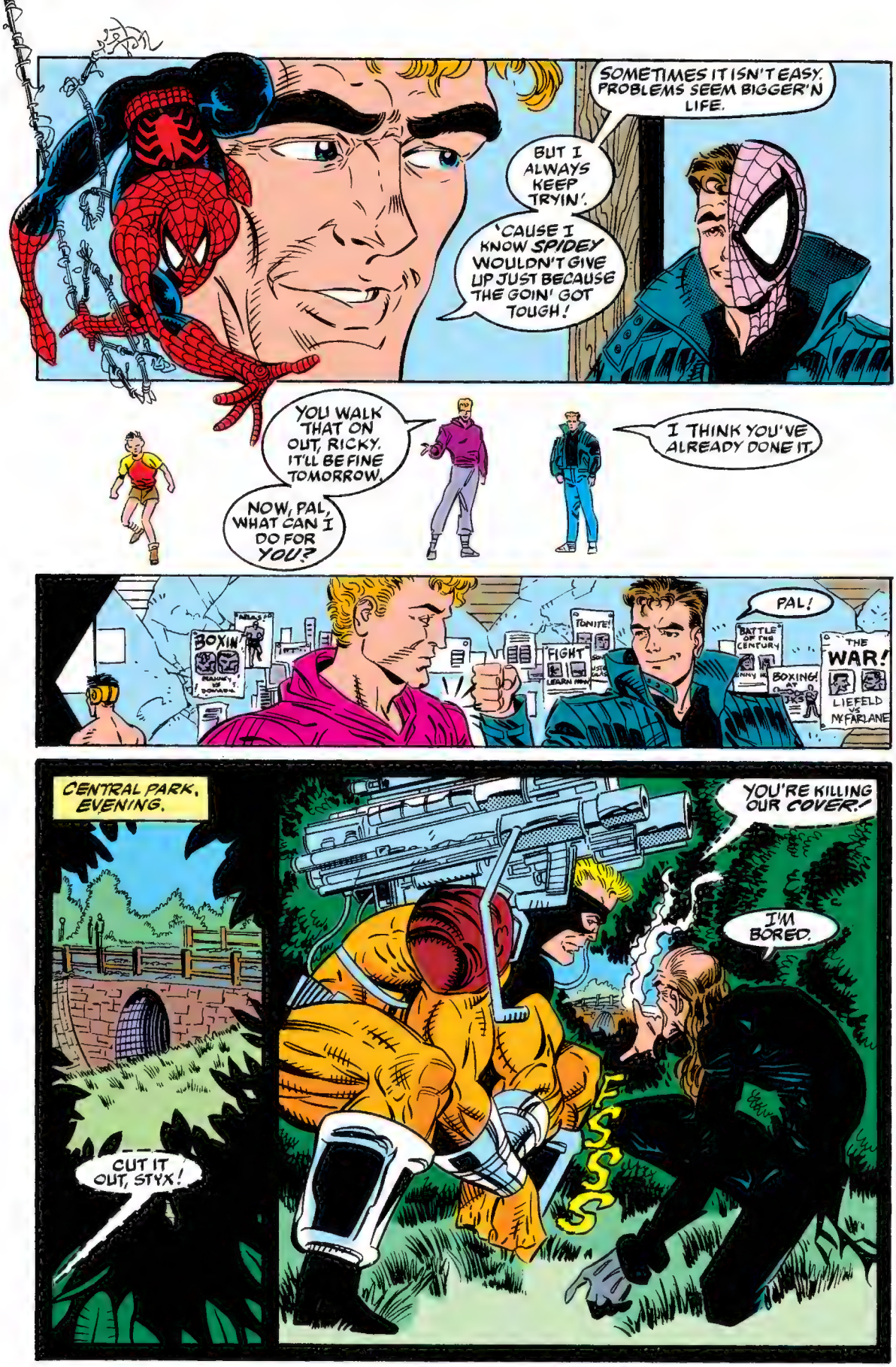

I... YEAH. YOU'RE RIGHT. OF COURSE.
SOMETIMES I'M ABOUT AS SENSITIVE AS A POTHOLE!
I WANTED TO PROTECT MARY JANE FROM VENOM, BUT NOW I DON'T EVEN WANT TO TELL HER ABOUT HIM! SHE'S GOT SO MUCH ON HER MIND ALREADY!
I'LL TAKE THE TICKETS BACK FOR A REFUND. AND DON'T WORRY, SWEETHEART.
EVERYTHING WILL BE FINE.
THE BEDFORD TOWERS.
I WANT SPIDER-MAN CRUSHED, DO YOU HEAR? I WANT HIS BONES IN A BAG!
HE INTERFERED WITH MY OBTAINING THE MOST PRECIOUS CREATURE ON EARTH! AND NOW YOU TELL ME--
--YOU CAN'T EVEN FIND HIM?!?
IT'S NOT THAT SIMPLE, MR. CAESAR.

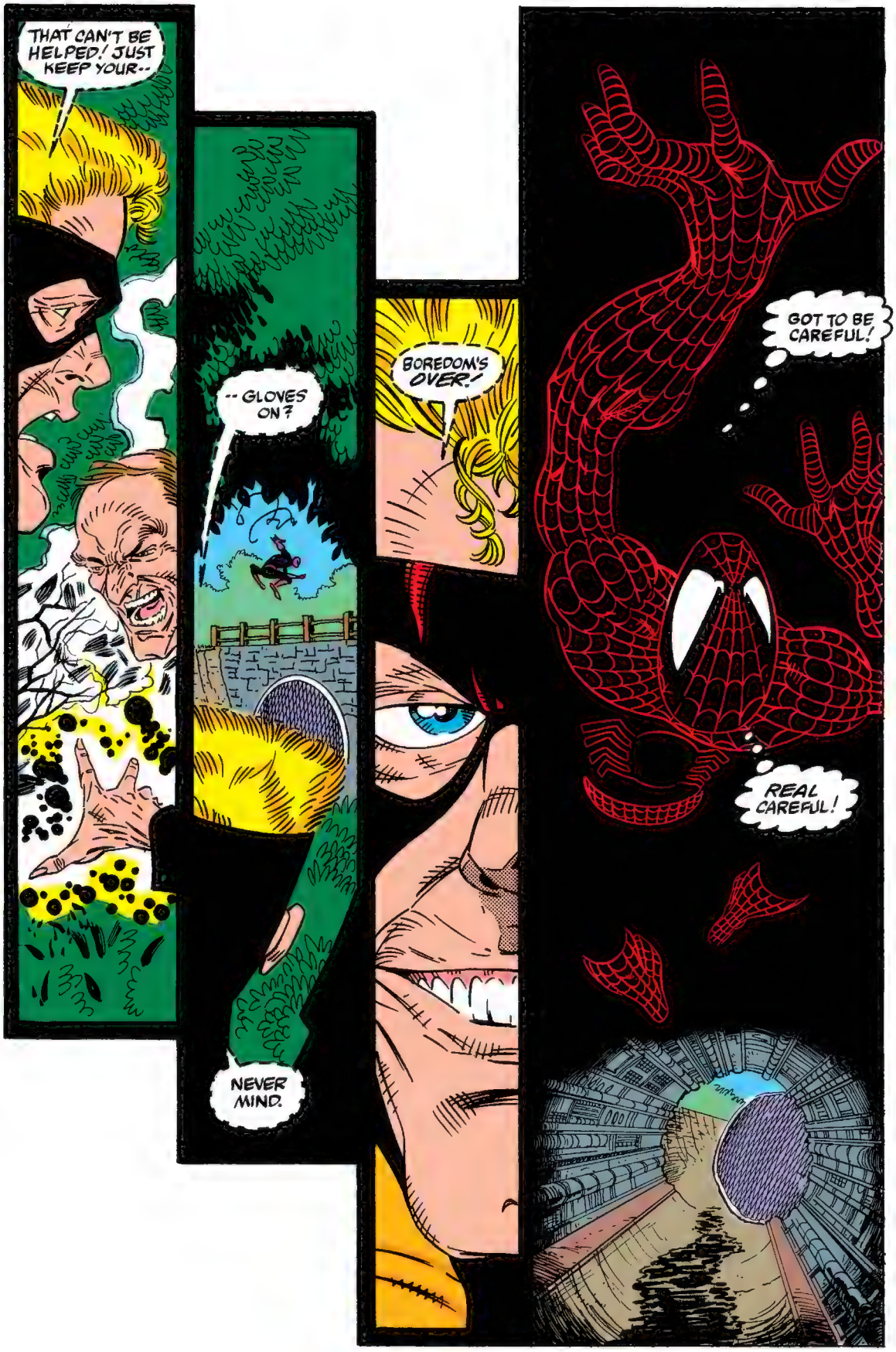

WE REACHED CENTRAL PARK JUST AS THE FIGHT BETWEEN SPIDER-MAN AND VENOM WAS ENDING. FROM EXPERIENCE, WE KNEW THAT FOLLOWING SPIDER-MAN WOULD BE FUTILE -- HE ALWAYS SEEMS TO KNOW WHEN SOMEONE'S TAILING HIM.
SO WE CHOSE TO SHADOW VENOM INSTEAD, THINKING THAT HIS APPARENT HATRED FOR THE WEBSLINGER WOULD EVENTUALLY BRING THE TWO TOGETHER AGAIN.
BUT WE LOST HIM IN A MAZE OF ABANDONED SUBWAY TUNNELS. WE SUSPECT HE HAS OTHER MODES OF EGRESS. PERHAPS EVEN SOME WAY TO DISGUISE HIMSELF. BUT--

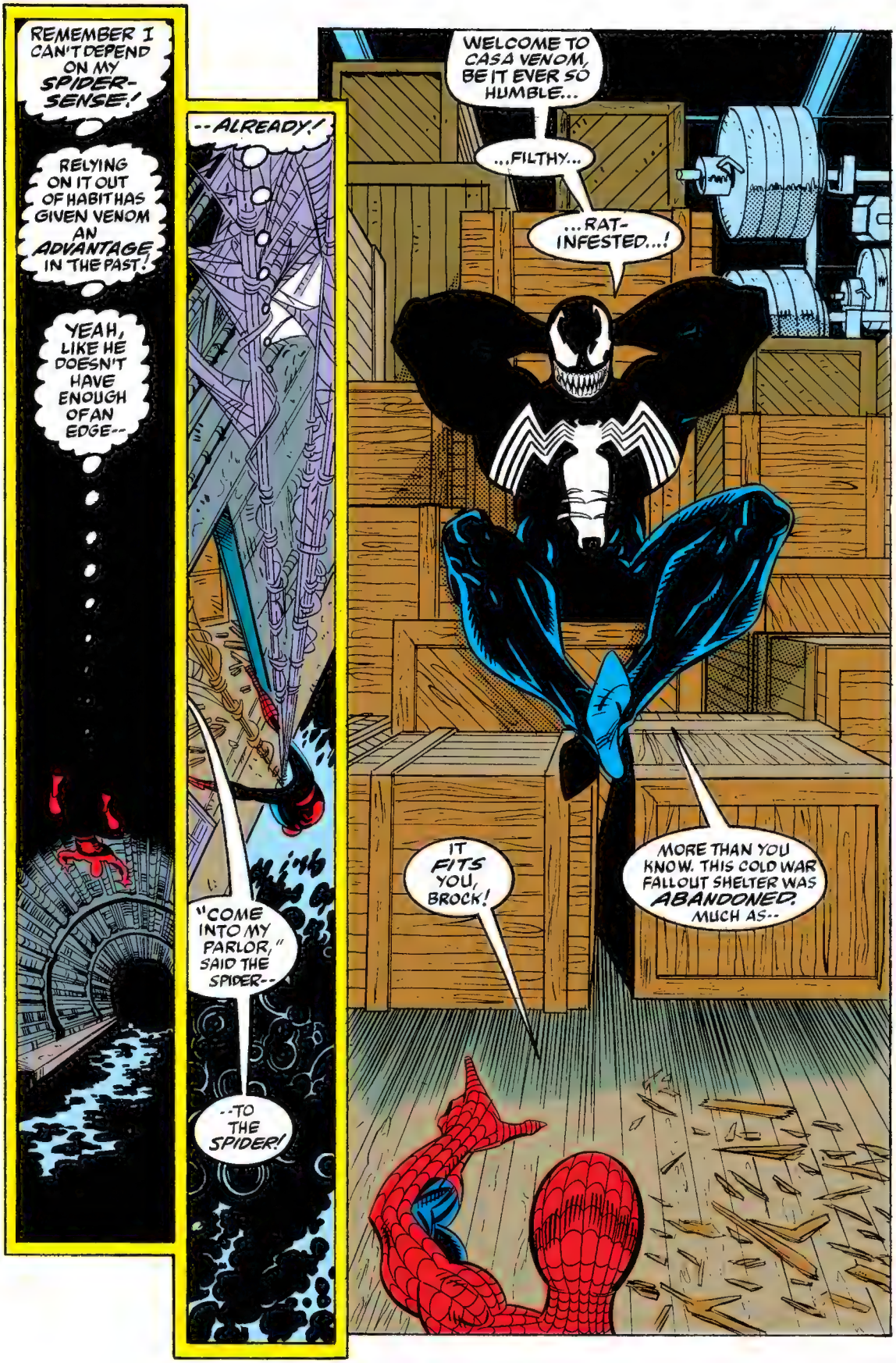

-- eh? STYX! DON'T--!
MMMMMM...!
SSSSS
CAN'T YOU MAKE HIM STOP THAT?
WAIT WITH THE TURBO-HOPPER IN THE ALLEY!
KILL SOME COCKROACHES!
BUT SNIFF THEY'RE SO SMALL!
NORMALLY, MR. STONE, I RESPECT MY OPERATIVES' PRIVACY. BUT--
--WHAT THE BLAZES IS HE?!
A VICTIM, SIR.
SOME TIME BACK, A LEGITIMATE MEDICAL RESEARCH FIRM WAS HIRING HOMELESS PEOPLE TO PARTICIPATE IN EXPERIMENTS FOR NEW PHARMACEUTICALS.
PAY WAS GOOD; DANGER WAS MINIMAL.
BUT ONE SCIENTIST PURSUED HIS OWN UNAUTHORIZED PROJECT, EXPLORING A THEORY THAT THE BODY COULD DEVELOP IMMUNITY TO CANCER BY CONTROLLED EXPOSURE, SIMILAR TO THE WAY IT CAN COME TO TOLERATE SNAKE POISON. TO THAT END, AN ITINERANT NAMED JACOB EICHORN WAS INJECTED WITH A MUTATED CANCER COMPOUND BUT IN ADDITION TO DEVELOPING IMMUNITY--

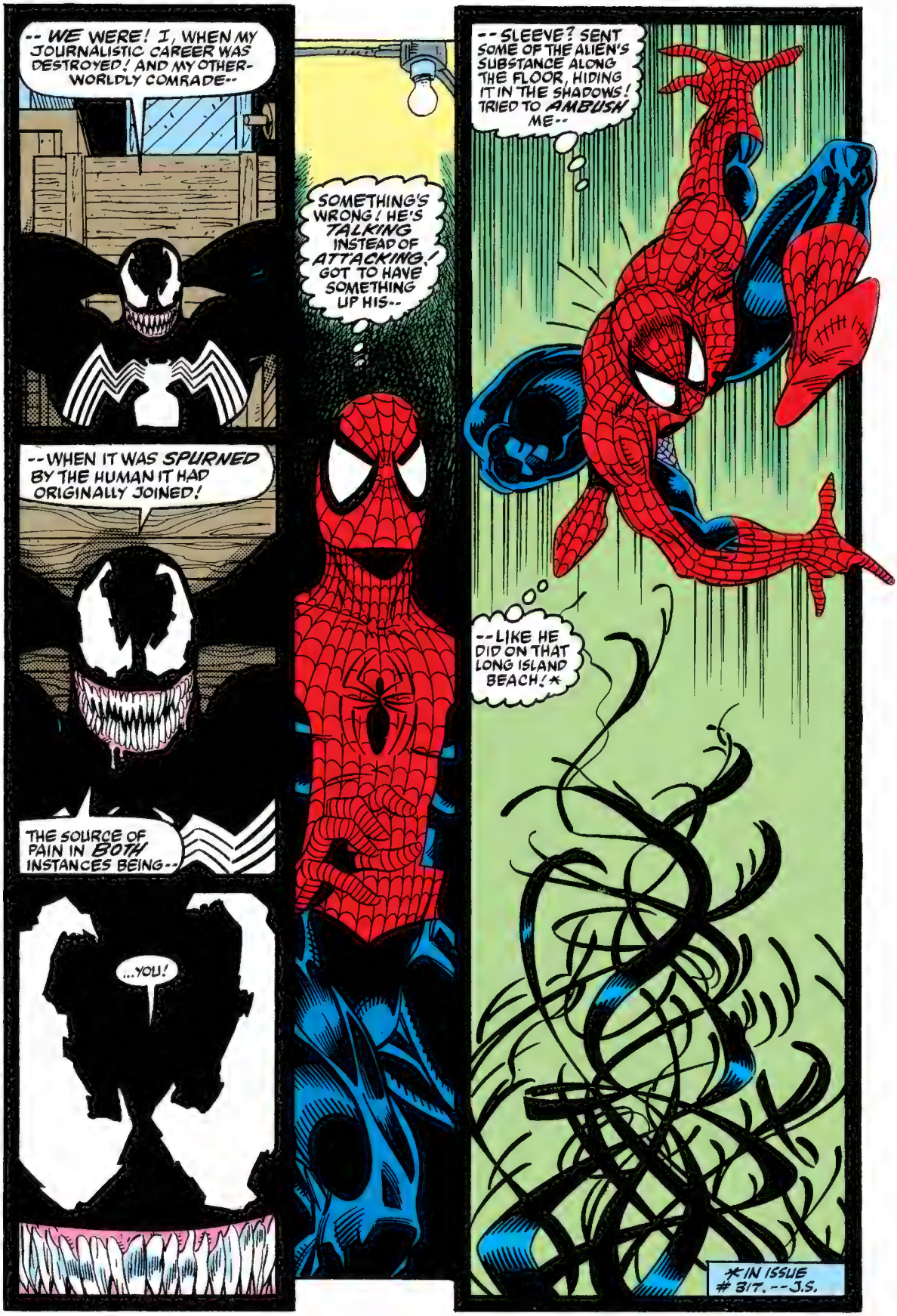

--HE BECAME A LIVING CANCER HIMSELF, ABLE TO ROT AND KILL ORGANIC MATTER BY MERE TOUCH!
IT ALSO AFFECTED HIS STABILITY. HE TOOK THE NAME "STYX"--
--AFTER THE MYTHICAL PASSAGE TO HADES. NOW, HE LIVES FOR DEATH. IT'S THE ONLY THING THAT BRINGS HIM PLEASURE.
AND RELEASE.
BUT WHY DO YOU HELP HIM?
HE...
...DID SOMETHING FOR ME ONCE.
FEH! I DESPISE RIDDLES!
JUST GO BACK AND WATCH THAT TUNNEL! SOMETHING IS BOUND TO HAPPEN!
PROBABLY. BUT UNTIL THEN...
DO I CHANCE IT? THAT'S THE GYM WHERE FLASH THOMPSON HOLDS HIS BOXING CLASSES.
BUT WHAT IF FELICIA'S THERE? SHE'S USING FLASH--
--TRYING TO GET BACK AT ME FOR REJECTING HER. RUNNING INTO 'LICIA'S THE LAST THING I NEED!
STILL, I HAVE TO GET ADVICE FROM SOMEONE. AND MARY JANE IS TOO CLOSE TO THINGS.
FLASH IS MY OLDEST BUDDY.
IT'S WORTH THE RISK.
THAT'S GREAT, ROSCOE! DO IT RIGHT, AND YOUR OPPONENT WILL HIT THE CANVAS EVERY TIME! JUST REMEMBER--
--NEVER HIT HIM ONCE HE'S DOWN!

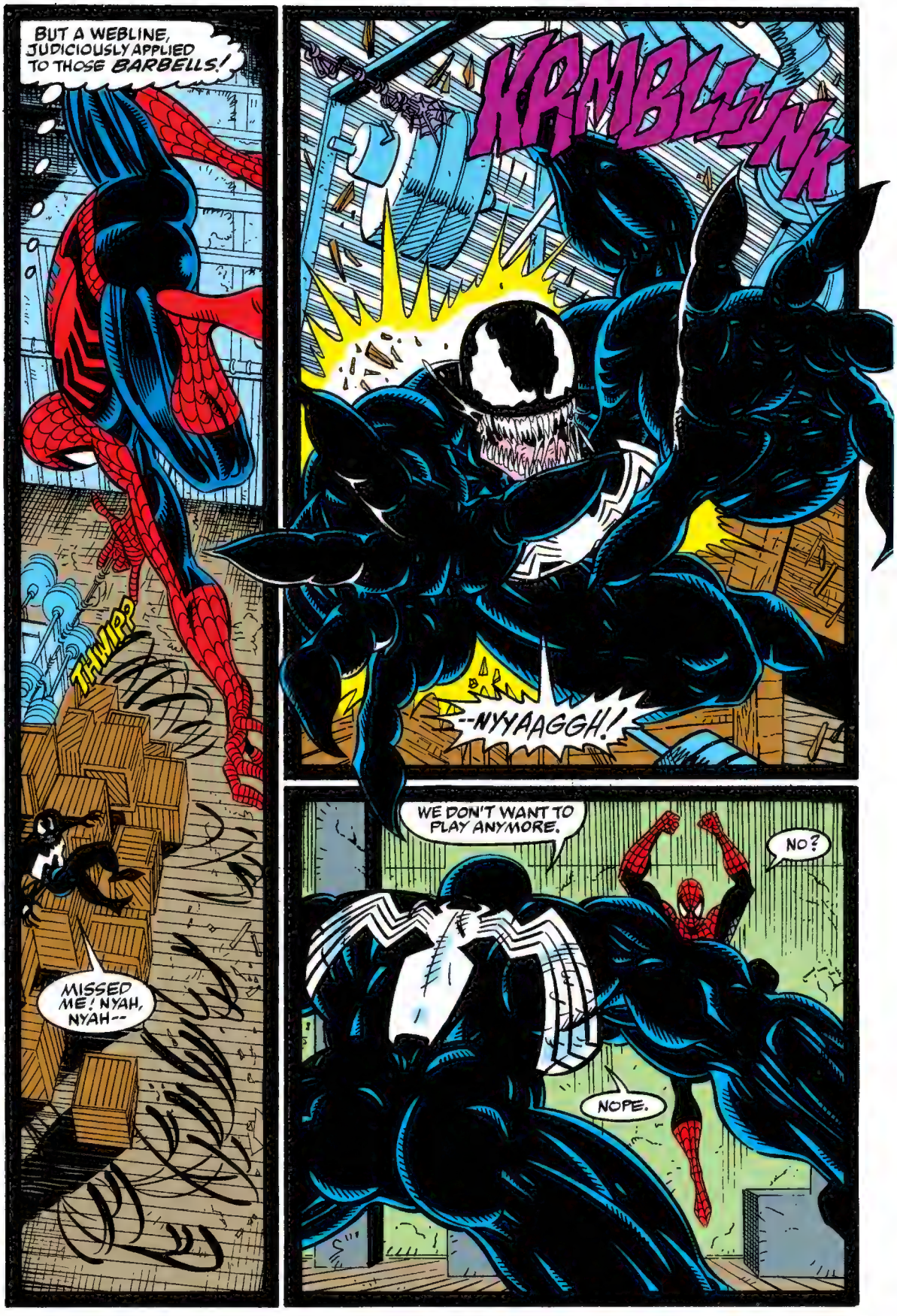

HEY, PETE! GOOD TO SEE YOU, PAL!
YOU GUYS RUN A COUPLA LAPS, OKAY? THEN HIT THE SHOWERS!
BOXING
YA JUST MISSED FELICIA, PETE. TOO BAD.
SHE REALLY LIKES YOU!
UH, YEAH, WELL...
I-I THINK I TURNED MY ANKLE!
M-Mr. THOMPSON!
NO SWEAT, RICARDO! WE'LL FIX 'ER RIGHT UP!
Y'KNOW, I WAS JUST WONDERING--HOW'D YOU WIND UP WORKING WITH UNDERPRIVILEGED KIDS, ANYWAY?
KIDS ARE IMPORTANT, PETE.
BOXING
AN' THEY NEED ROLE MODELS. I DIDN'T GET MUCH GUIDANCE MYSELF WHEN I WAS LITTLE. ENDED UP BEIN' SOMETHIN' OF A BULLY.!
BUT THEN I FOUND A ROLE MODEL.
SPIDER-MAN!
I WANTED TO BE SPIDER-MAN. 'COURSE, I COULDN'T.
HEY, WHO COULD, eh, PETE?
BUT I'VE TRIED TO LIVE MY LIFE AS CLOSE AS I COULD TO THE IDEALS SPIDEY SET.
SPIDEY SHOWED ME THAT DOIN' RIGHT WAS WHAT COUNTED, EVEN IF IT HURT.

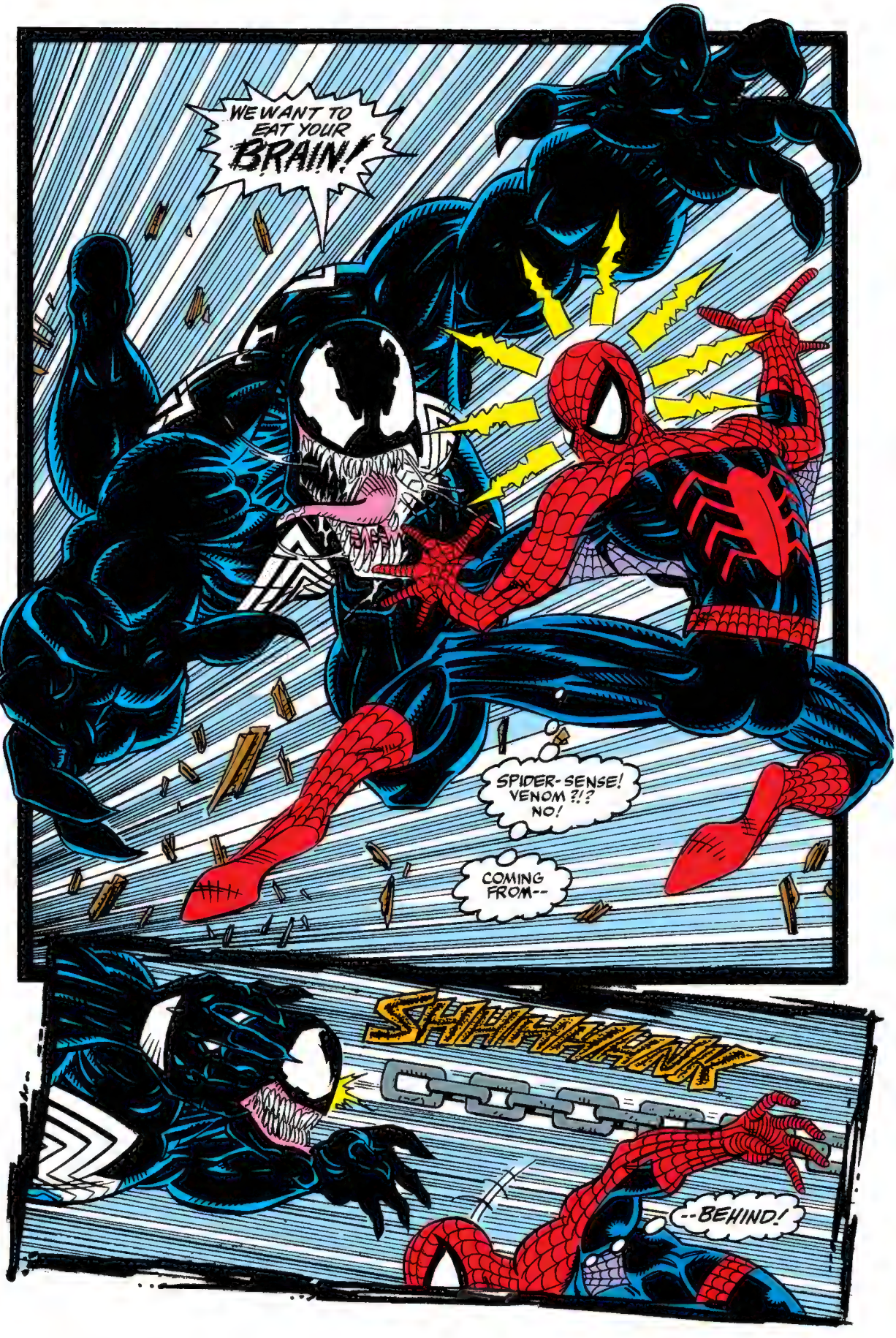

SOMETIMES IT ISN'T EASY. PROBLEMS SEEM BIGGER'N LIFE.
BUT I ALWAYS KEEP TRYIN'.
'CAUSE I KNOW SPIDEY WOULDN'T GIVE UP JUST BECAUSE THE GOIN' GOT TOUGH!
YOU WALK THAT ON OUT, RICKY. IT'LL BE FINE TOMORROW.
NOW, PAL, WHAT CAN I DO FOR YOU?
I THINK YOU'VE ALREADY DONE IT.
PAL!
BOXIN'
TONITE!
FIGHT
BATTLE OF THE CENTURY
BOXING!
THE WAR!
LIEFELD VS McFARLANE
CENTRAL PARK, EVENING.
YOU'RE KILLING OUR COVER!
I'M BORED.
FSSSS
CUT IT OUT, STYX!

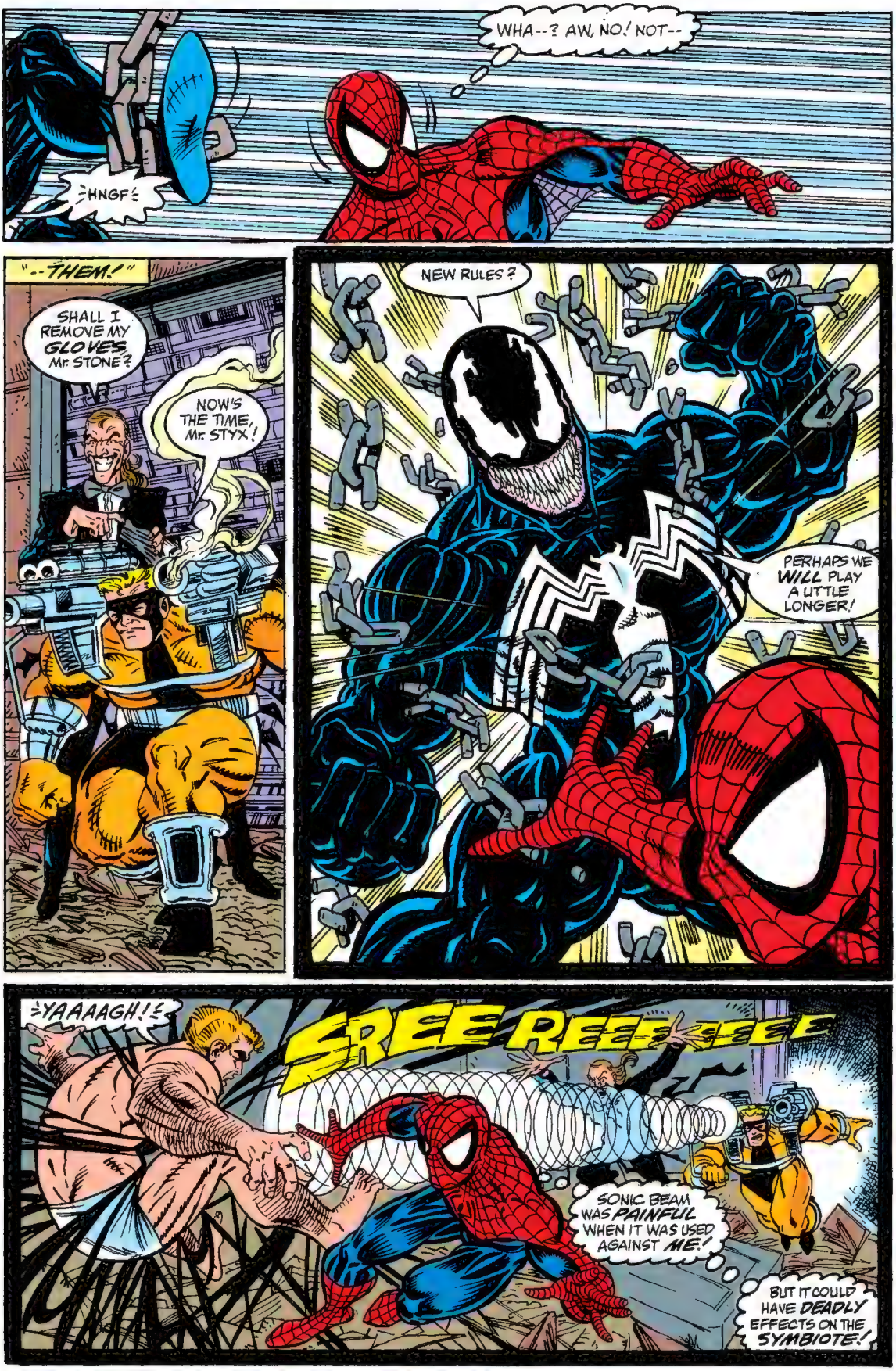

THAT CAN'T BE HELPED! JUST KEEP YOUR--
-- GLOVES ON?
NEVER MIND.
BOREDOM'S OVER!
GOT TO BE CAREFUL!
REAL CAREFUL!


REMEMBER I CAN'T DEPEND ON MY SPIDER-SENSE!
RELYING ON IT OUT OF HABIT HAS GIVEN VENOM AN ADVANTAGE IN THE PAST!
YEAH, LIKE HE DOESN'T HAVE ENOUGH OF AN EDGE--
--ALREADY!
"COME INTO MY PARLOR," SAID THE SPIDER--
--TO THE SPIDER!
WELCOME TO CASA VENOM, BE IT EVER SO HUMBLE...
...FILTHY...
...RAT-INFESTED...!
IT FITS YOU, BROCK!
MORE THAN YOU KNOW. THIS COLD WAR FALLOUT SHELTER WAS ABANDONED. MUCH AS--

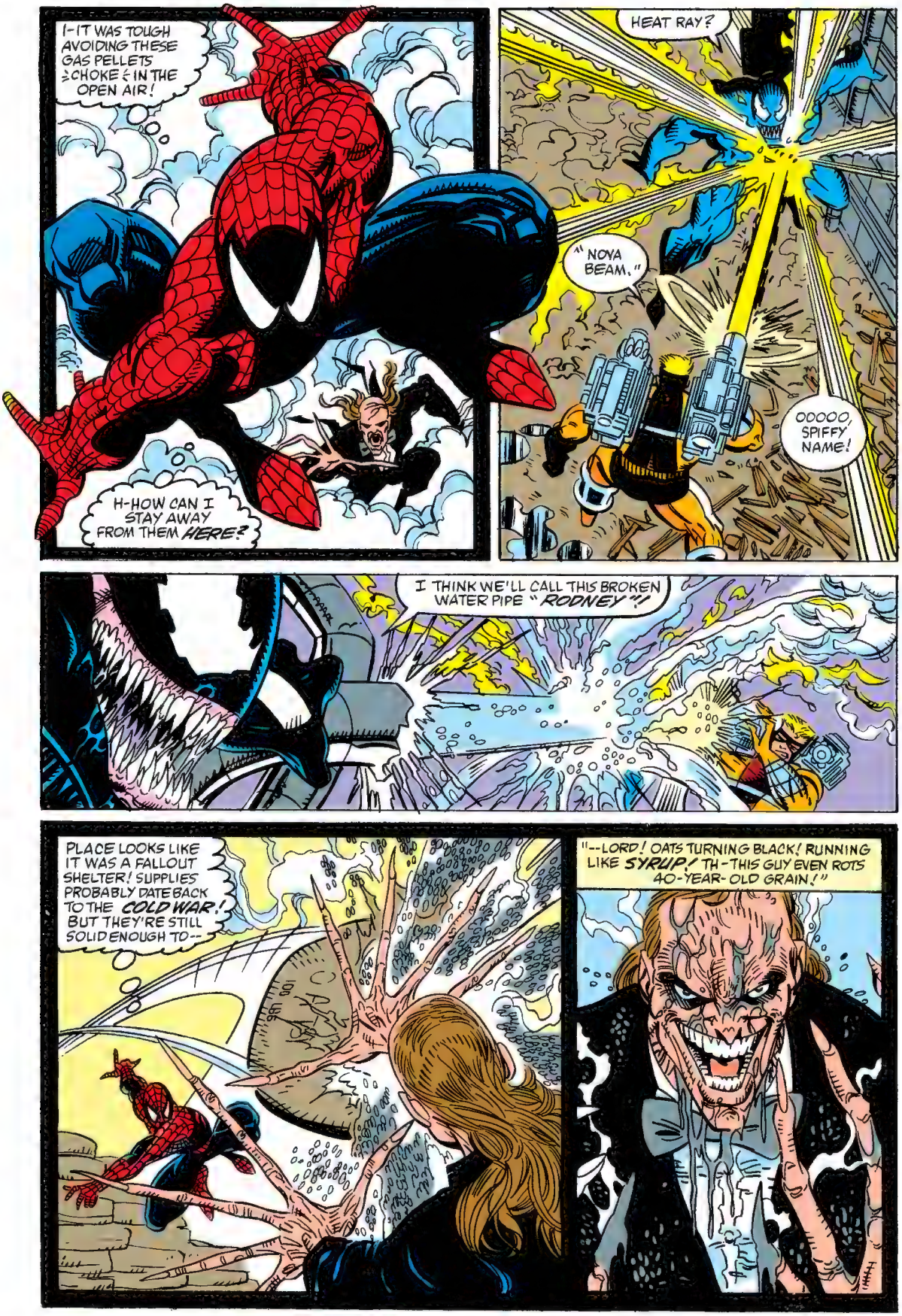

-- WE WERE! I, WHEN MY JOURNALISTIC CAREER WAS DESTROYED! AND MY OTHER-WORLDLY COMRADE--
--WHEN IT WAS SPURNED BY THE HUMAN IT HAD ORIGINALLY JOINED!
THE SOURCE OF PAIN IN BOTH INSTANCES BEING--
...YOU!
SOMETHING'S WRONG! HE'S TALKING INSTEAD OF ATTACKING! GOT TO HAVE SOMETHING UP HIS--
-- SLEEVE? SENT SOME OF THE ALIEN'S SUBSTANCE ALONG THE FLOOR, HIDING IT IN THE SHADOWS! TRIED TO AMBUSH ME--
--LIKE HE DID ON THAT LONG ISLAND BEACH!*
*IN ISSUE #317. --J.S.


BUT A WEBLINE, JUDICIOUSLY APPLIED TO THOSE BARBELLS!
THWIPP
MISSED ME! NYAH, NYAH--
KRAMBLINK
--NYYAAGGH!
WE DON'T WANT TO PLAY ANYMORE.
NO?
NOPE.

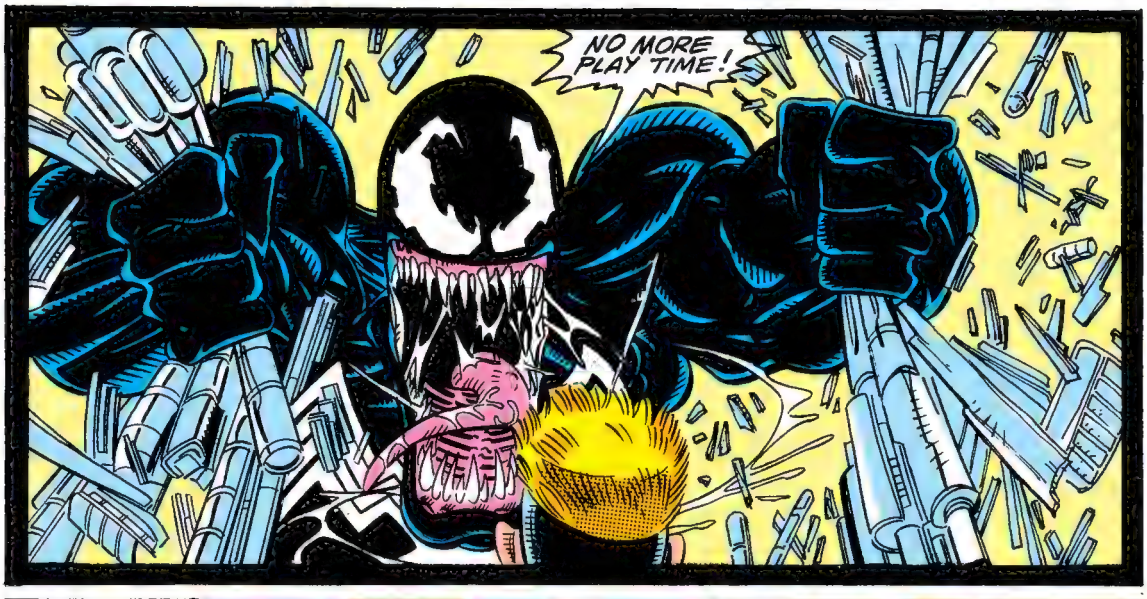

WE WANT TO EAT YOUR BRAIN!
SPIDER-SENSE! VENOM ?!? NO!
COMING FROM--
SHHHHHNK
--BEHIND!

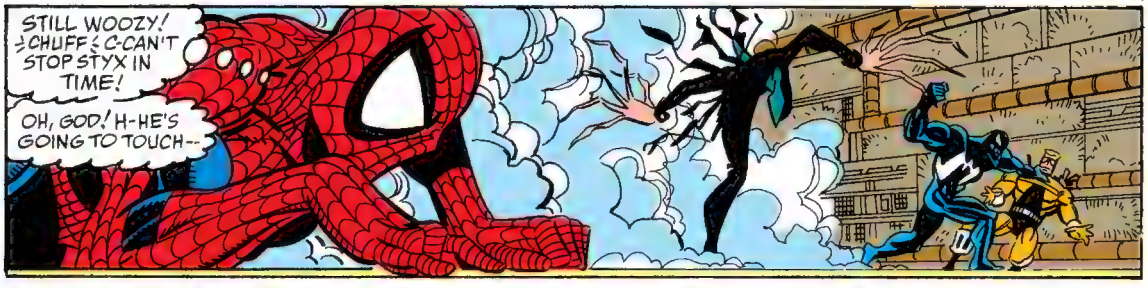

WHA--? AW, NO! NOT--
=HNGF=
"--THEM!"
SHALL I REMOVE MY GLOVES, Mr. STONE?
NOW'S THE TIME, Mr. STYX!
NEW RULES?
PERHAPS WE WILL PLAY A LITTLE LONGER!
=YAAAAGH!=
SREE REEEEEE
SONIC BEAM WAS PAINFUL WHEN IT WAS USED AGAINST ME!
BUT IT COULD HAVE DEADLY EFFECTS ON THE SYMBIOTE!

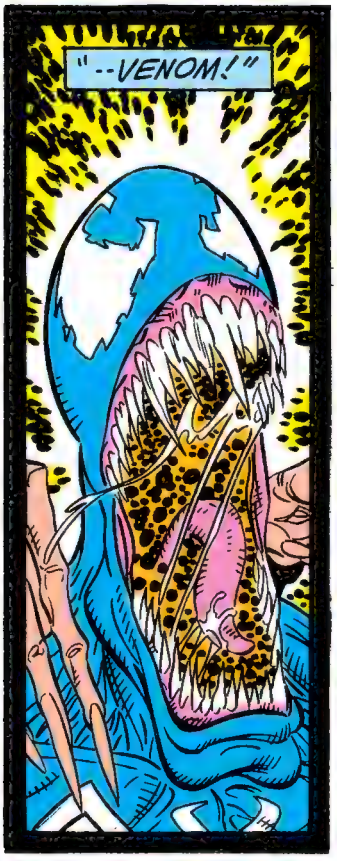
BLAST IT ALL! BENEATH THAT COSTUME, EDDIE BROCK IS JUST A SCREWED-UP HUMAN BEING!
I CAN'T STAND AROUND AND WATCH HIM--
--DIE?
WHEW! AT LEAST MY SPIDER-SENSE STILL WORKS ON THESE GUYS! GOT TO WATCH THOSE HANDS!
MAKE SURE THEY DON'T EVEN GRAZE MY-- EH? THE FINGERS!
G-GROWING LONGER?!
THIS IS GETTING COMPLICATED!
PHOOF
K-KOFF!
GAS PODS SLOWING THE WEBSLINGER DOWN! FINISH HIM OFF, STYX!
I'LL KEEP VENOM BUSY!

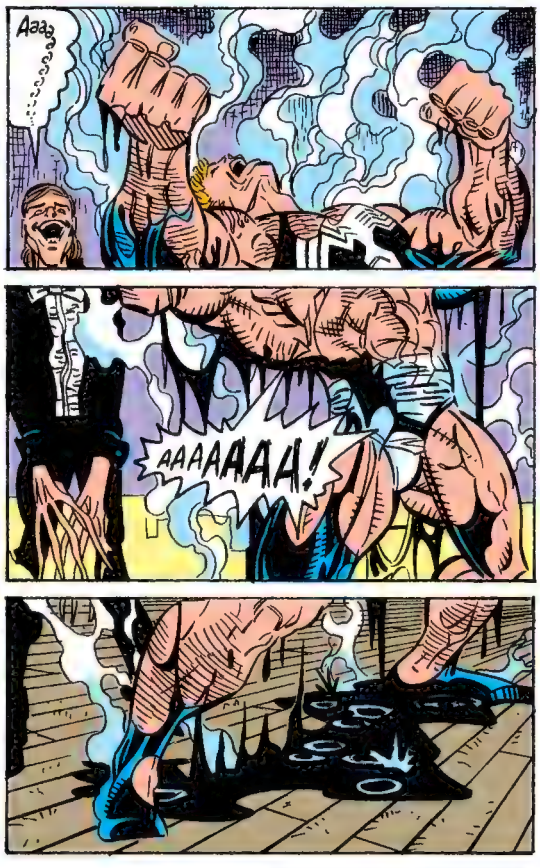

I-IT WAS TOUGH AVOIDING THESE GAS PELLETS ≥CHOKE≤ IN THE OPEN AIR!
H-HOW CAN I STAY AWAY FROM THEM HERE?
HEAT RAY?
"NOVA BEAM."
OOOOO, SPIFFY NAME!
I THINK WE'LL CALL THIS BROKEN WATER PIPE "RODNEY"!
PLACE LOOKS LIKE IT WAS A FALLOUT SHELTER! SUPPLIES PROBABLY DATE BACK TO THE COLD WAR! BUT THEY'RE STILL SOLID ENOUGH TO--
"--LORD! OATS TURNING BLACK! RUNNING LIKE SYRUP! TH-THIS GUY EVEN ROTS 40-YEAR-OLD GRAIN!"

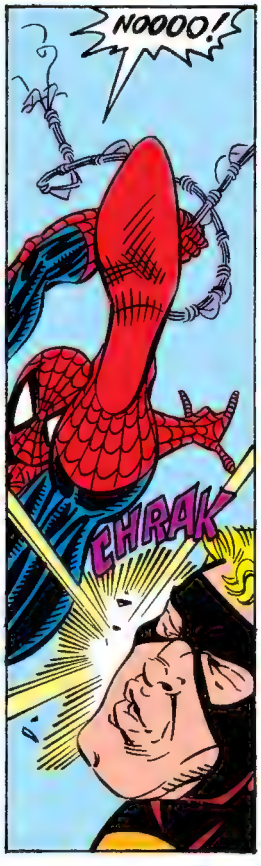
MEANWHILE...
CRASH
STROBE BURST SHOULD BLIND HIM! THEN--
--HNH? Y-YOUR EYES! THEY'RE GONE!
UH-UH.
JUST HIDING!
PEEKABOO!
?
CH-CH-CH CH-CHK CHK
OUCH.
PLIP
PLIP
PLIP

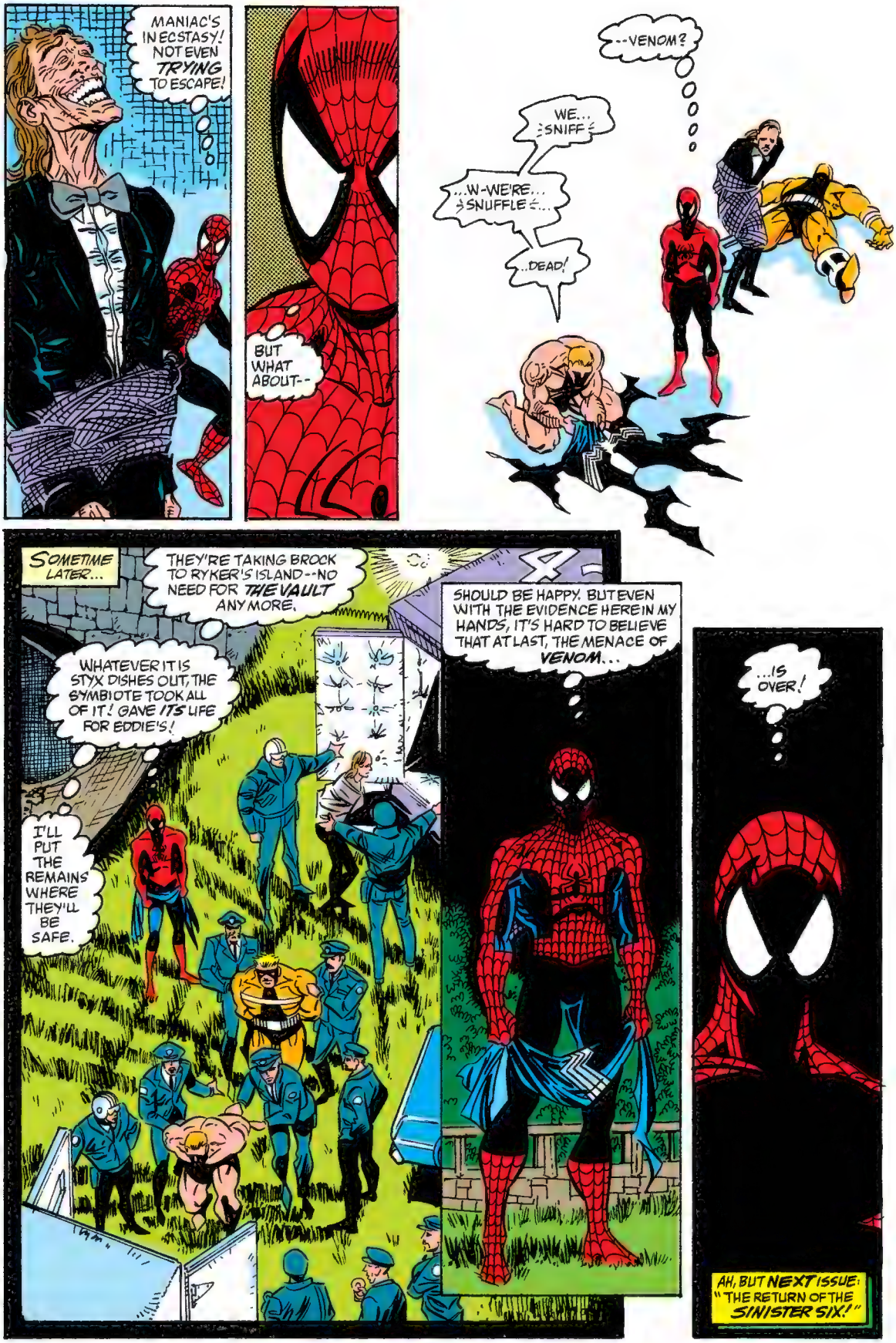

NO MORE PLAY TIME!


STILL WOOZY! ≥CHUFF≤ C-CAN'T STOP STYX IN TIME!
OH, GOD! H-HE'S GOING TO TOUCH--


"--VENOM!"

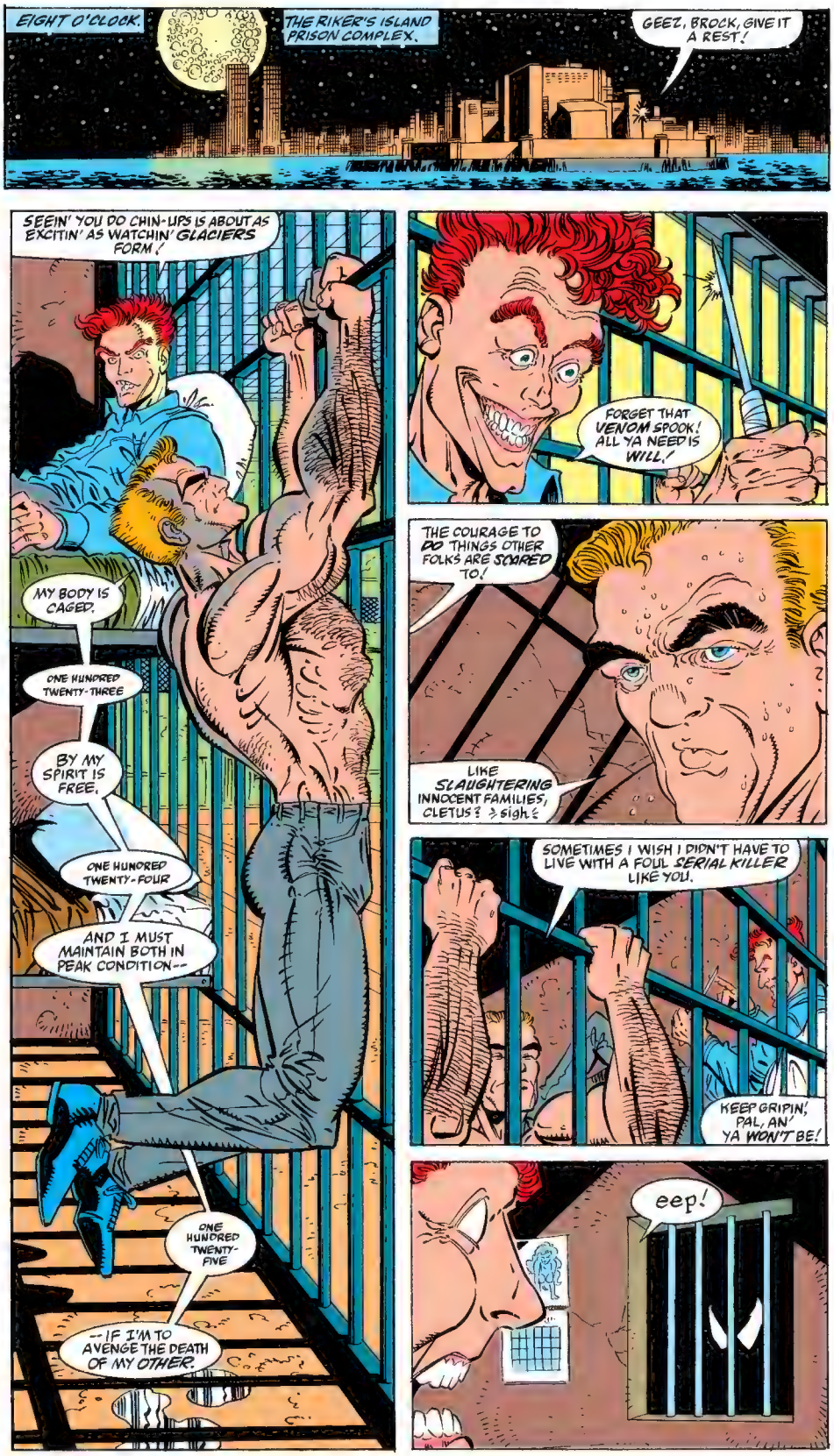

Aaaa
AAAAAAA!


NOOOO!
CHRAK


MANIAC'S IN ECSTASY! NOT EVEN TRYING TO ESCAPE!
BUT WHAT ABOUT--
--VENOM?
WE... SNIFF
..W-WE'RE... SNUFFLE...
..DEAD!
SOMETIME LATER...
THEY'RE TAKING BROCK TO RYKER'S ISLAND--NO NEED FOR THE VAULT ANY MORE.
WHATEVER IT IS STYX DISHES OUT, THE SYMBIOTE TOOK ALL OF IT! GAVE ITS LIFE FOR EDDIE'S!
I'LL PUT THE REMAINS WHERE THEY'LL BE SAFE.
SHOULD BE HAPPY. BUT EVEN WITH THE EVIDENCE HERE IN MY HANDS, IT'S HARD TO BELIEVE THAT AT LAST, THE MENACE OF VENOM...
...IS OVER!
AH, BUT NEXT ISSUE: "THE RETURN OF THE SINISTER SIX!"

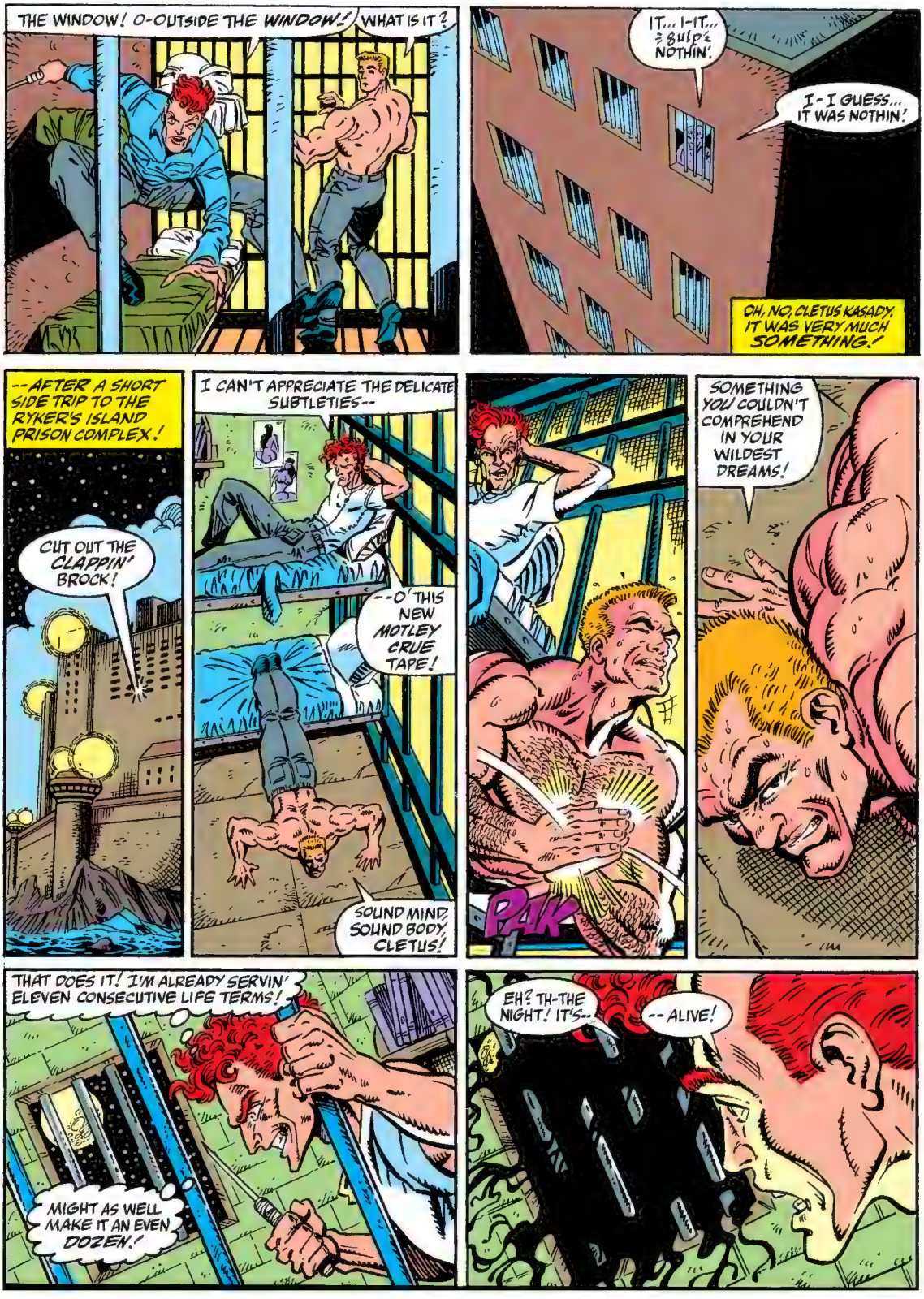
WITH THE SYMBIOTE DEAD, EDDIE BROCK WAS SENT TO A NORMAL PRISON, AS SEEN IN THIS EXCERPT FROM *AMAZING SPIDER-MAN #344.*

WRITER: DAVID MICHELINIE • PENCILER: ERIK LARSEN • INKER: RANDY EMBERLIN • COLORIST: BOB SHAREN
LETTERER: RICK PARKER • ASSISTANT EDITOR: DAN CUDDY • EDITOR: JIM SALICRUP

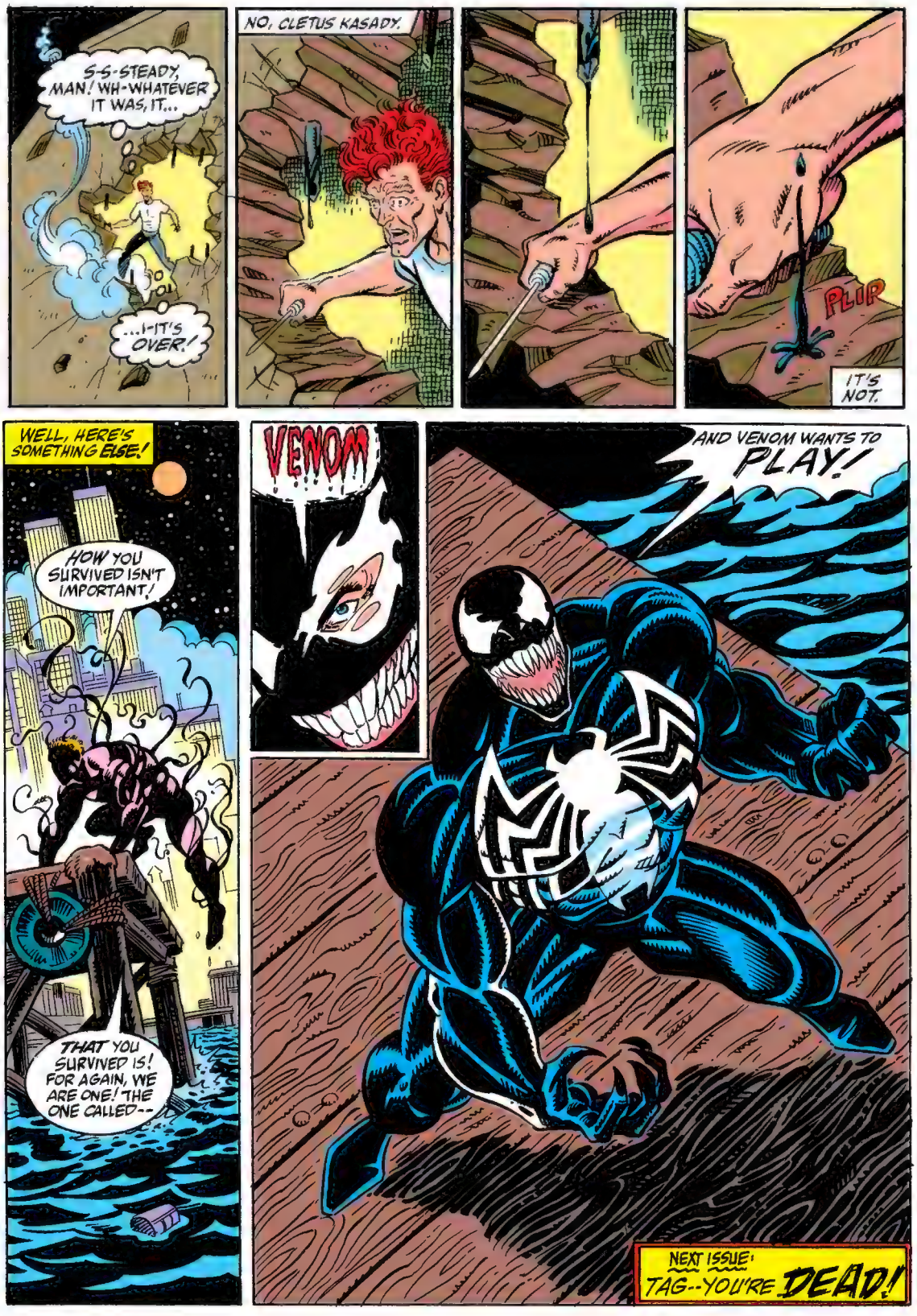

EIGHT O'CLOCK.
THE RIKER'S ISLAND PRISON COMPLEX.
GEEZ, BROCK, GIVE IT A REST!
SEEIN' YOU DO CHIN-UPS IS ABOUT AS EXCITIN' AS WATCHIN' GLACIERS FORM!
MY BODY IS CAGED.
ONE HUNDRED TWENTY-THREE
BY MY SPIRIT IS FREE.
ONE HUNDRED TWENTY-FOUR
AND I MUST MAINTAIN BOTH IN PEAK CONDITION--
ONE HUNDRED TWENTY-FIVE
--IF I'M TO AVENGE THE DEATH OF MY OTHER.
FORGET THAT VENOM SPOOK! ALL YA NEED IS WILL!
THE COURAGE TO DO THINGS OTHER FOLKS ARE SCARED TO!
LIKE SLAUGHTERING INNOCENT FAMILIES, CLETUS? sigh
SOMETIMES I WISH I DIDN'T HAVE TO LIVE WITH A FOUL SERIAL KILLER LIKE YOU.
KEEP GRIPIN', PAL, AN' YA WON'T BE!
eep!

EXCERPT FROM *AMAZING SPIDER-MAN #345*

WRITER: DAVID MICHELINIE • PENCILER: MARK BAGLEY • INKER: RANDY EMBERLIN • COLORIST: BOB SHAREN
LETTERER: RICK PARKER • ASSISTANT EDITOR: DAN CUDDY • EDITOR: JIM SALICRUP


THE WINDOW! O-OUTSIDE THE WINDOW!
WHAT IS IT?
IT... I-IT... GULP NOTHIN'.
I-I GUESS... IT WAS NOTHIN'.
OH, NO, CLETUS KASADY. IT WAS VERY MUCH SOMETHING.!
--AFTER A SHORT SIDE TRIP TO THE RYKER'S ISLAND PRISON COMPLEX.!
CUT OUT THE CLAPPIN' BROCK!
I CAN'T APPRECIATE THE DELICATE SUBTLETIES--
--O' THIS NEW MOTLEY CRUE TAPE!
SOUND MIND, SOUND BODY, CLETUS!
PAK
SOMETHING YOU COULDN'T COMPREHEND IN YOUR WILDEST DREAMS!
THAT DOES IT! I'M ALREADY SERVIN' ELEVEN CONSECUTIVE LIFE TERMS!
MIGHT AS WELL MAKE IT AN EVEN DOZEN.!
EH? TH-THE NIGHT! IT'S--
--ALIVE!

ALIVE?
ALIVE!?!
ALLLLLLLLLIVE!
S-S-SWEET MOTHER OF GOD! WHAT THE B-BLAZES--?!?
AND FREE!
BRAKASH


S-S-STEADY, MAN! WH-WHATEVER IT WAS, IT...
...I-IT'S OVER!
NO, CLETUS KASADY.
PLIP
IT'S NOT.
WELL, HERE'S SOMETHING ELSE!
HOW YOU SURVIVED ISN'T IMPORTANT!
THAT YOU SURVIVED IS! FOR AGAIN, WE ARE ONE! THE ONE CALLED--
VENOM
AND VENOM WANTS TO PLAY!
NEXT ISSUE: TAG--YOU'RE DEAD!

MARVEL COMICS
V IS FOR VILE, VENGEANCE, AND VENOM!
the AMAZING SPIDER-MAN
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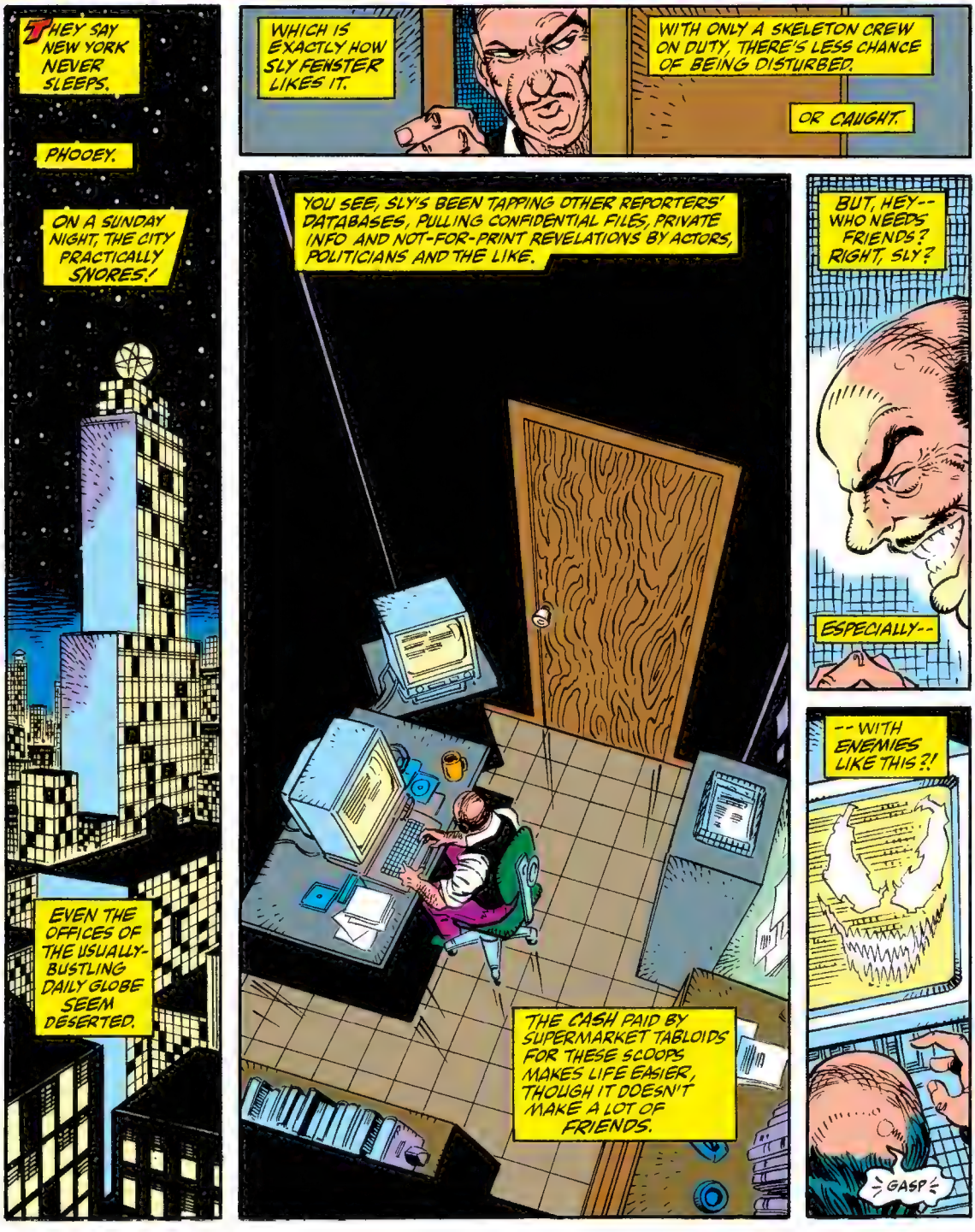
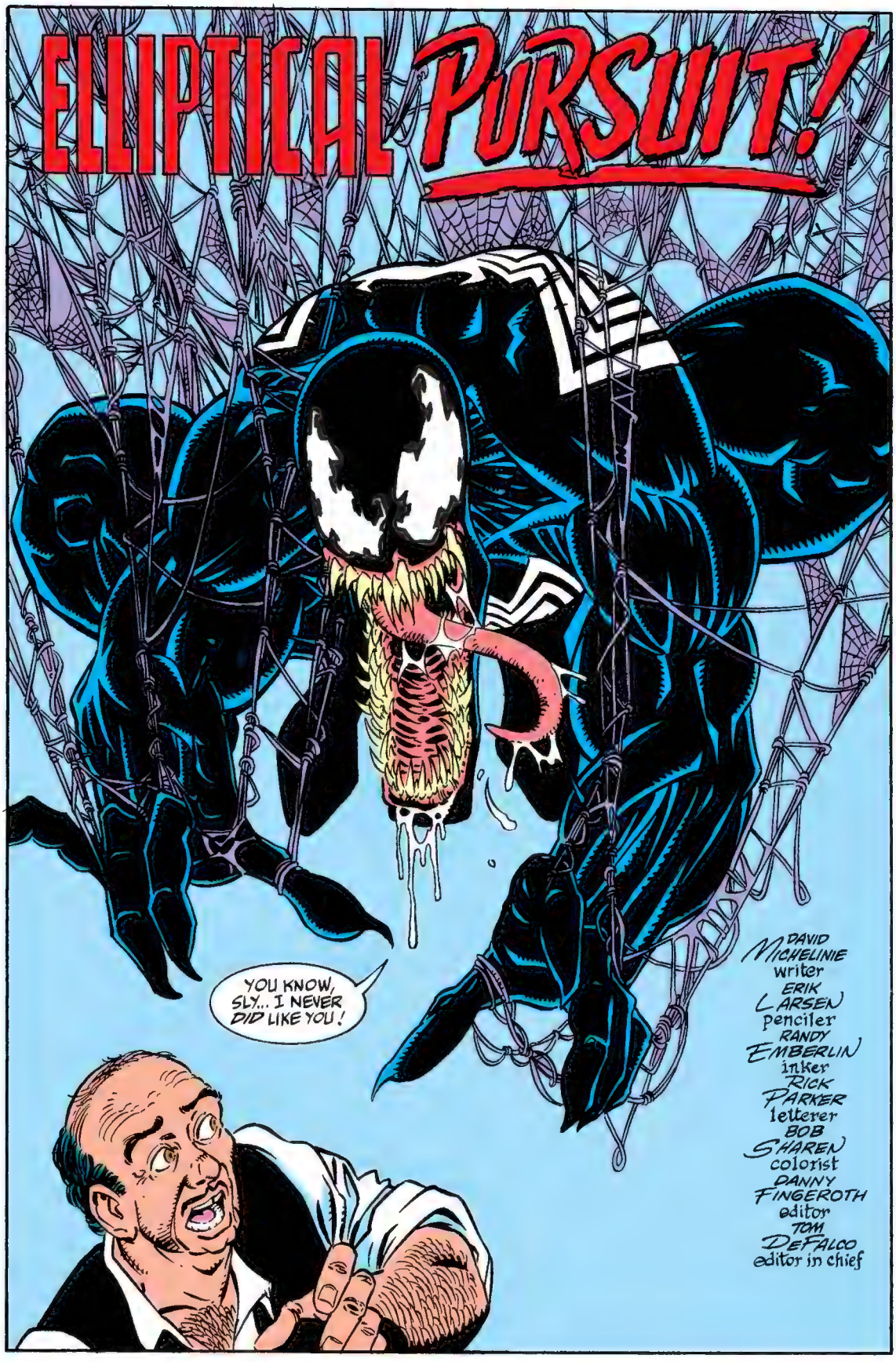
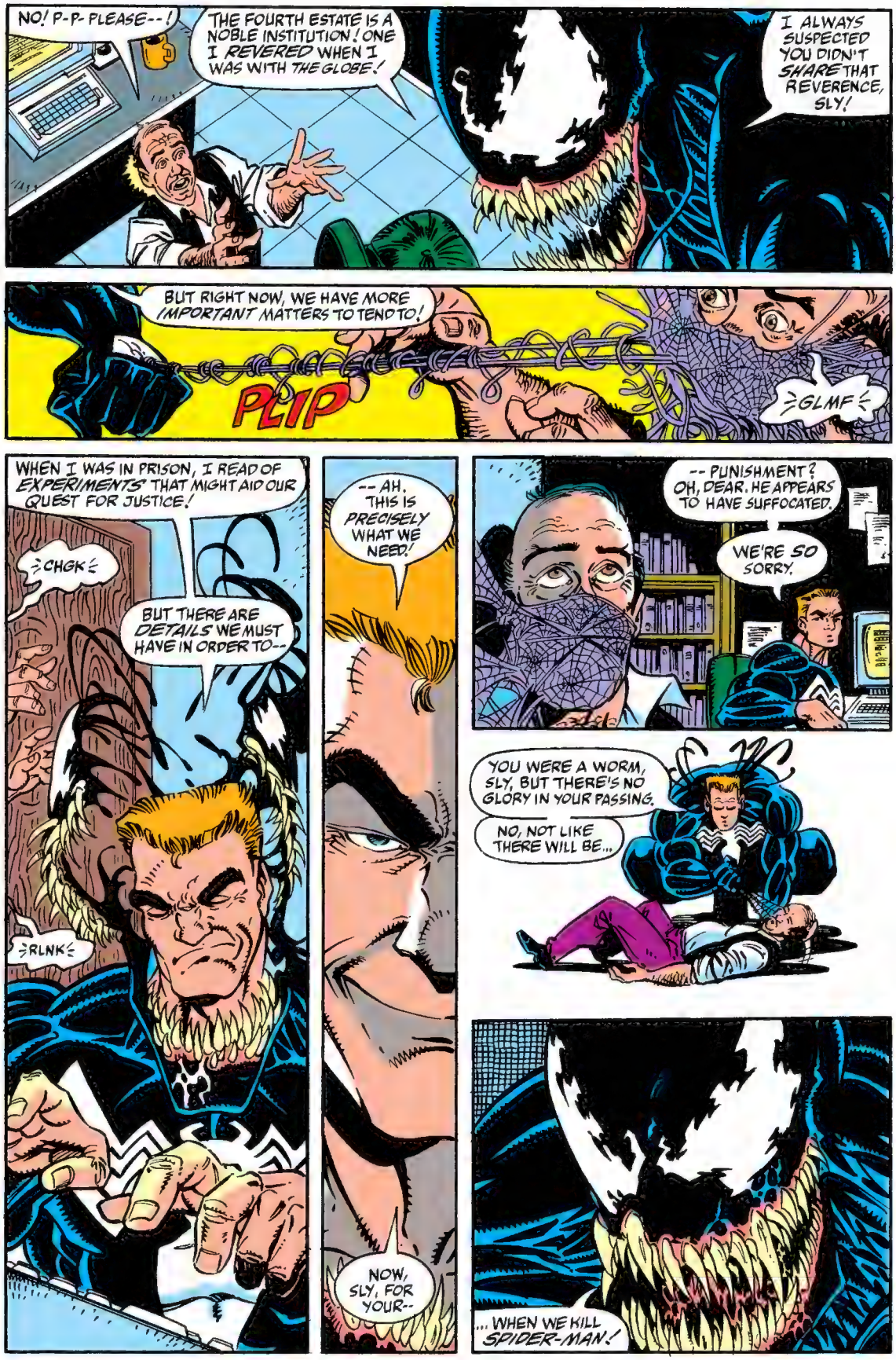
ERIK LARSEN & R.E. Simonson '90

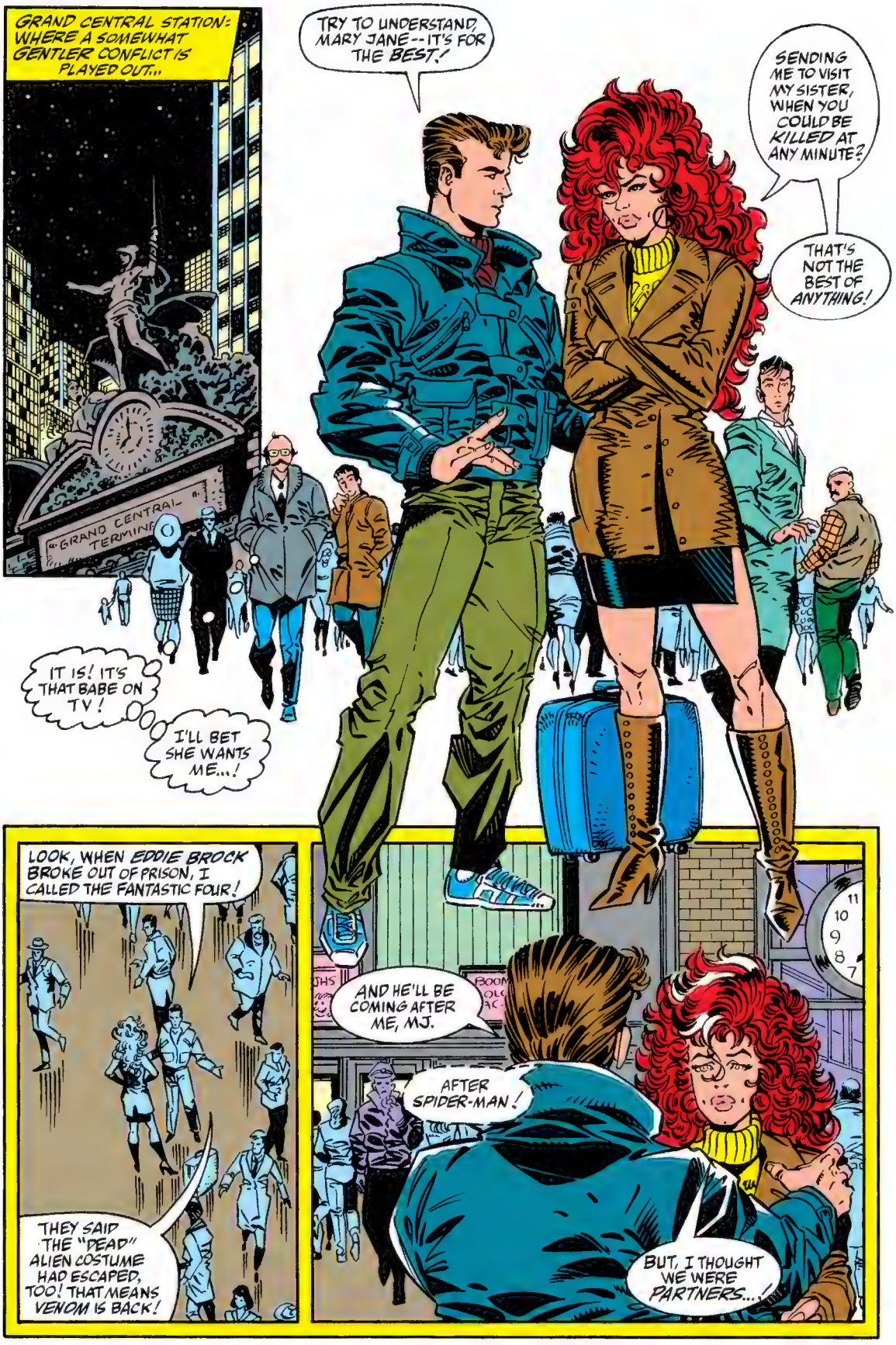
BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

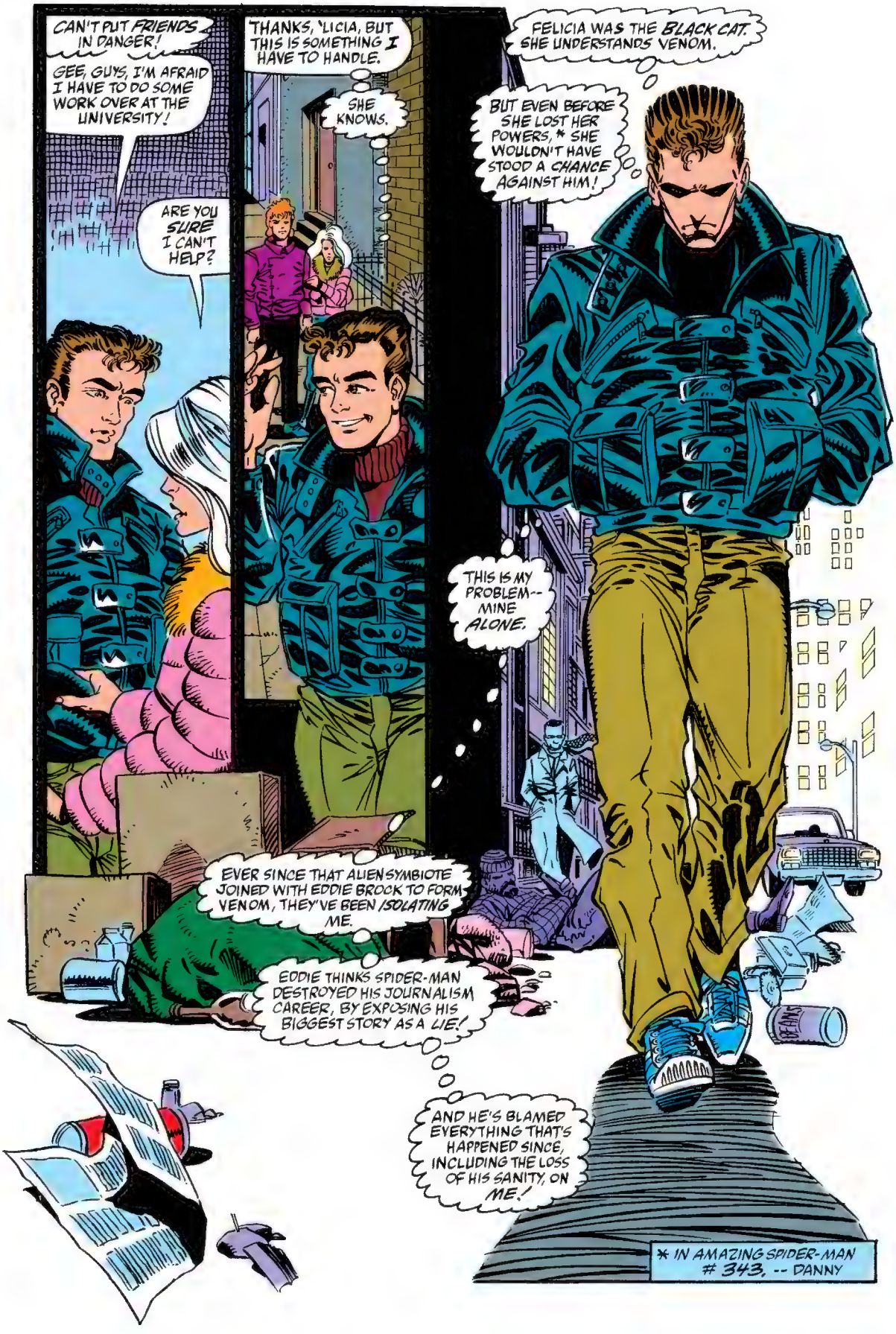

THEY SAY NEW YORK NEVER SLEEPS.
PHOOEY.
ON A SUNDAY NIGHT, THE CITY PRACTICALLY SNORES!
EVEN THE OFFICES OF THE USUALLY-BUSTLING DAILY GLOBE SEEM DESERTED.
WHICH IS EXACTLY HOW SLY FENSTER LIKES IT.
WITH ONLY A SKELETON CREW ON DUTY, THERE'S LESS CHANCE OF BEING DISTURBED.
OR CAUGHT.
YOU SEE, SLY'S BEEN TAPPING OTHER REPORTERS' DATABASES, PULLING CONFIDENTIAL FILES, PRIVATE INFO AND NOT-FOR-PRINT REVELATIONS BY ACTORS, POLITICIANS AND THE LIKE.
THE CASH PAID BY SUPERMARKET TABLOIDS FOR THESE SCOOPS MAKES LIFE EASIER, THOUGH IT DOESN'T MAKE A LOT OF FRIENDS.
BUT, HEY-- WHO NEEDS FRIENDS? RIGHT, SLY?
ESPECIALLY--
--WITH ENEMIES LIKE THIS?!
GASP


ELLIPTICAL PURSUIT!
YOU KNOW, SLY... I NEVER DID LIKE YOU!
DAVID MICHELINIE writer
ERIK LARSEN penciler
RANDY EMBERLIN inker
RICK PARKER letterer
BOB SHAREN colorist
DANNY FINGEROTH editor
TOM DEFALCO editor in chief

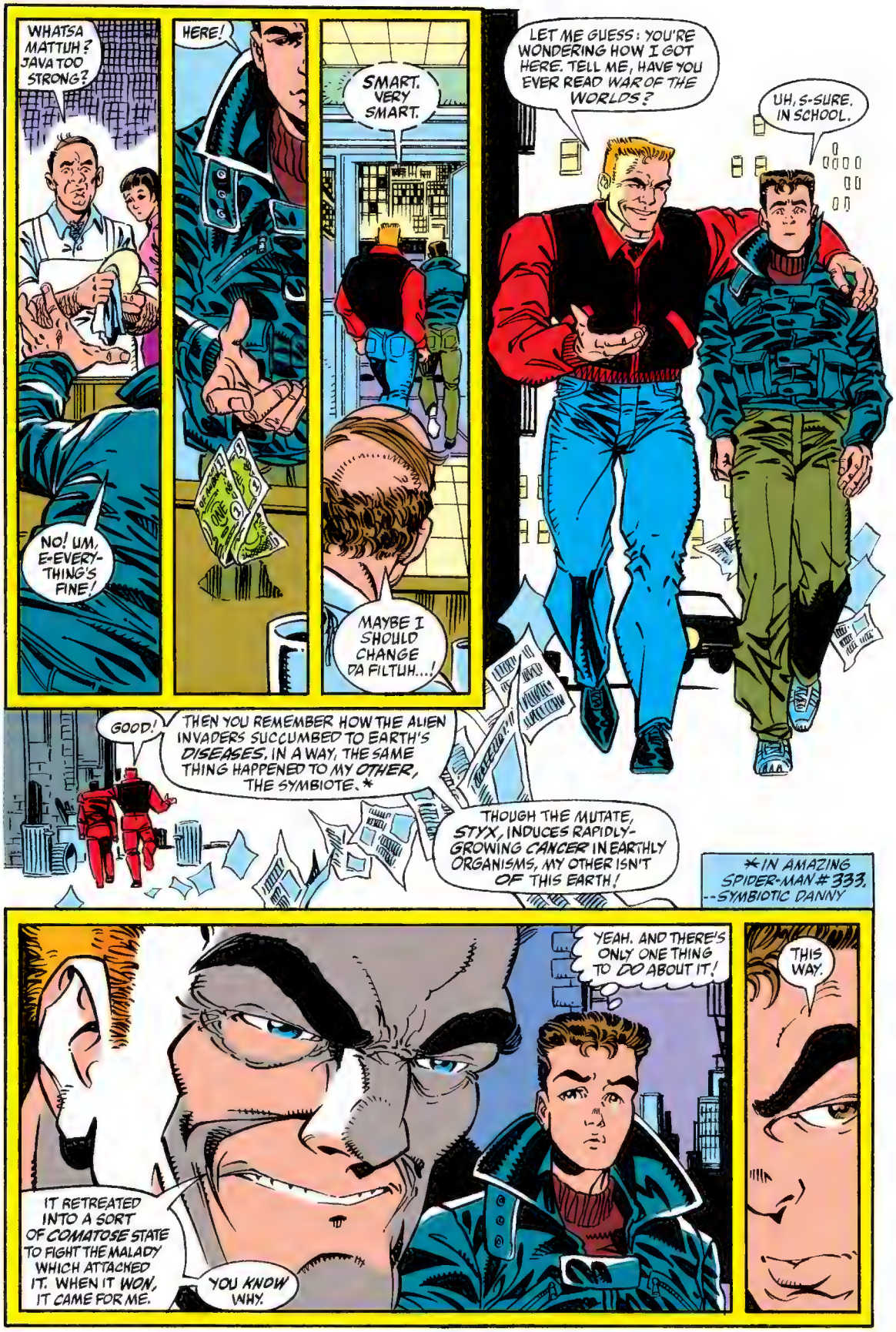

NO! P-P- PLEASE--!
THE FOURTH ESTATE IS A NOBLE INSTITUTION! ONE I REVERED WHEN I WAS WITH THE GLOBE!
I ALWAYS SUSPECTED YOU DIDN'T SHARE THAT REVERENCE, SLY!
BUT RIGHT NOW, WE HAVE MORE IMPORTANT MATTERS TO TEND TO!
PLIP
GLMF
WHEN I WAS IN PRISON, I READ OF EXPERIMENTS THAT MIGHT AID OUR QUEST FOR JUSTICE!
CHGK
BUT THERE ARE DETAILS WE MUST HAVE IN ORDER TO--
RLNK
-- AH. THIS IS PRECISELY WHAT WE NEED!
NOW, SLY, FOR YOUR--
-- PUNISHMENT? OH, DEAR. HE APPEARS TO HAVE SUFFOCATED.
WE'RE SO SORRY.
YOU WERE A WORM, SLY, BUT THERE'S NO GLORY IN YOUR PASSING.
NO, NOT LIKE THERE WILL BE...
... WHEN WE KILL SPIDER-MAN!


GRAND CENTRAL STATION: WHERE A SOMEWHAT GENTLER CONFLICT IS PLAYED OUT...
TRY TO UNDERSTAND, MARY JANE--IT'S FOR THE BEST.
SENDING ME TO VISIT MY SISTER, WHEN YOU COULD BE KILLED AT ANY MINUTE?
THAT'S NOT THE BEST OF ANYTHING!
IT IS! IT'S THAT BABE ON TV!
I'LL BET SHE WANTS ME...!
LOOK, WHEN EDDIE BROCK BROKE OUT OF PRISON, I CALLED THE FANTASTIC FOUR!
THEY SAID THE "PEAD" ALIEN COSTUME HAD ESCAPED, TOO! THAT MEANS VENOM IS BACK!
AND HE'LL BE COMING AFTER ME, MJ.
AFTER SPIDER-MAN!
BUT, I THOUGHT WE WERE PARTNERS...!

WE ARE! BUT EVEN WITH VENOM'S TWISTED SENSE OF ETHICS, HOW HE SAYS HE WON'T HARM "INNOCENTS"--
AND I CAN'T WATCH MY BACK IF I'M WATCHING OUT FOR YOU!
PLEASE, SWEETHEART?
OH... ALL RIGHT.
BUT I HATE IT.
SO DO I.
"HOW TO CREATE A HAPPY MARRIAGE," BY PETER PARKER. CHAPTER ONE:
DON'T DO THIS!
--HE'S STILL A MADMAN! HE MIGHT USE YOU TO GET AT ME!
STILL, A BIT LATER, IN SOHO...
HNH? OH, GREAT. GOT LOST IN THOUGHT.
WALKED HOME OUT OF HABIT!
CAN'T STAY HERE! IT'S THE FIRST PLACE VENOM WOULD--
A PESO FOR YOUR THOUGHTS, KIMO SABE!
HEY, FLASH! 'LO, FELICIA. WHAT'S UP?
NOT THE TEMPERATURE, BUDDY! WE'RE GOIN' ICE SKATIN'! HOW 'BOUT COMIN' ALONG?

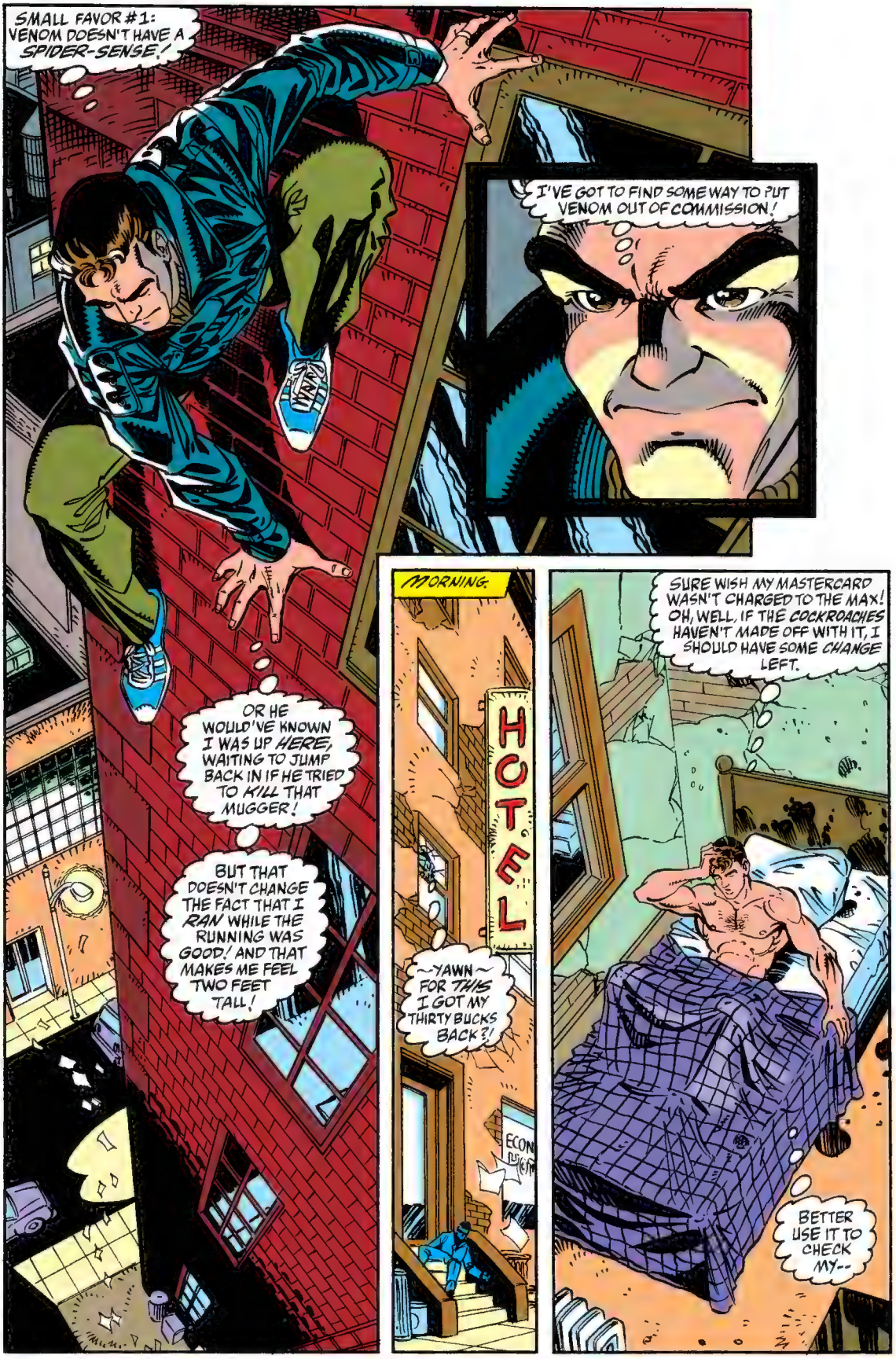

CAN'T PUT FRIENDS IN DANGER!
GEE, GUYS, I'M AFRAID I HAVE TO DO SOME WORK OVER AT THE UNIVERSITY!
ARE YOU SURE I CAN'T HELP?
THANKS, 'LICIA, BUT THIS IS SOMETHING I HAVE TO HANDLE.
SHE KNOWS.
FELICIA WAS THE BLACK CAT. SHE UNDERSTANDS VENOM.
BUT EVEN BEFORE SHE LOST HER POWERS, * SHE WOULDN'T HAVE STOOD A CHANCE AGAINST HIM!
THIS IS MY PROBLEM-- MINE ALONE.
EVER SINCE THAT ALIEN SYMBIOTE JOINED WITH EDDIE BROCK TO FORM VENOM, THEY'VE BEEN ISOLATING ME.
EDDIE THINKS SPIDER-MAN DESTROYED HIS JOURNALISM CAREER, BY EXPOSING HIS BIGGEST STORY AS A LIE!
AND HE'S BLAMED EVERYTHING THAT'S HAPPENED SINCE, INCLUDING THE LOSS OF HIS SANITY, ON ME!
* IN AMAZING SPIDER-MAN # 343, -- DANNY

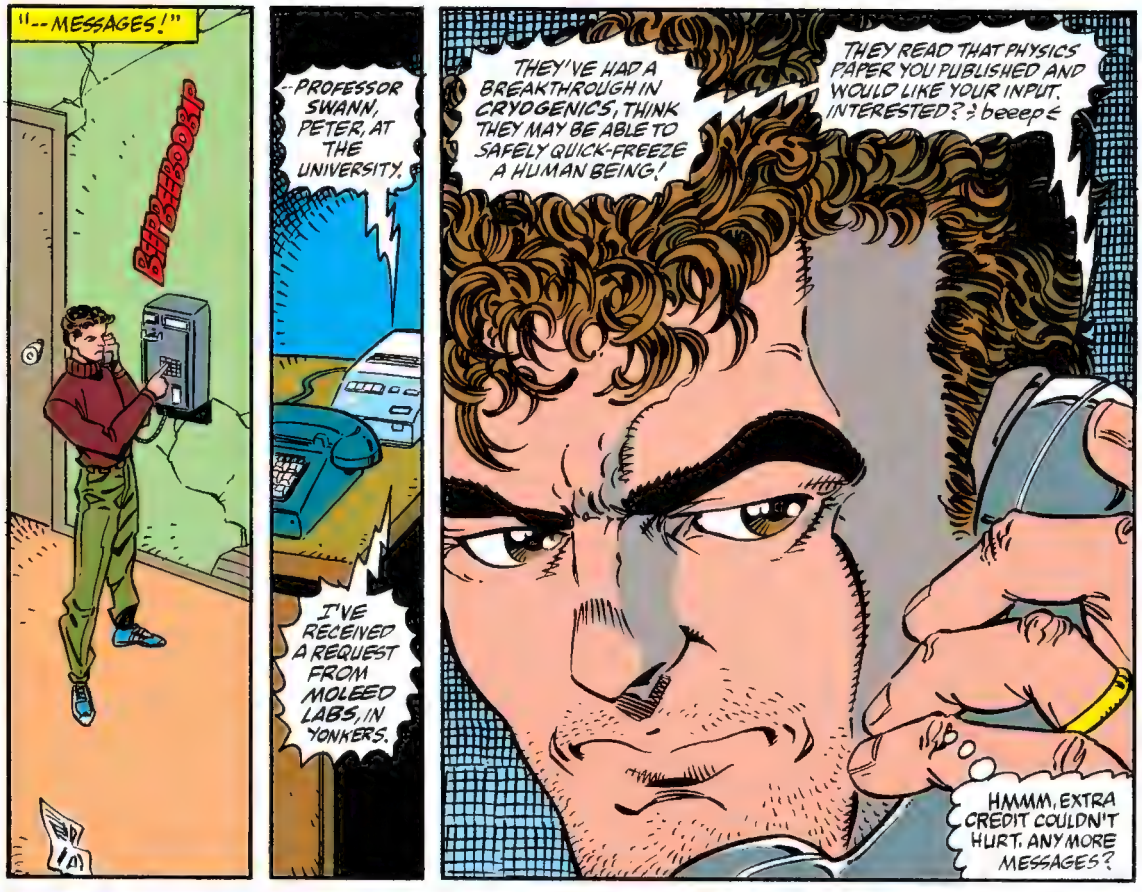
AND AS FOR THE ALIEN, THAT'S AN EVEN STRANGER STORY!
DECAF, PLEASE.
IT WANTED TO MELD WITH ME, BUT I REJECTED IT!
SO THE SCORNED SYMBIOTE JOINED WITH EDDIE, SHARING A HATRED THAT MAKES THEM THE MOST DANGEROUS FOE I'VE EVER FACED!
BECAUSE OF THE SYMBIOTE'S ALIEN NATURE, THEY DON'T EVEN TRIGGER MY EARLY WARNING SPIDER-SENSE!
PASS THE KETCHUP, PAL?
HM? OH, SURE. HERE YOU--
BROCK!
KRISH

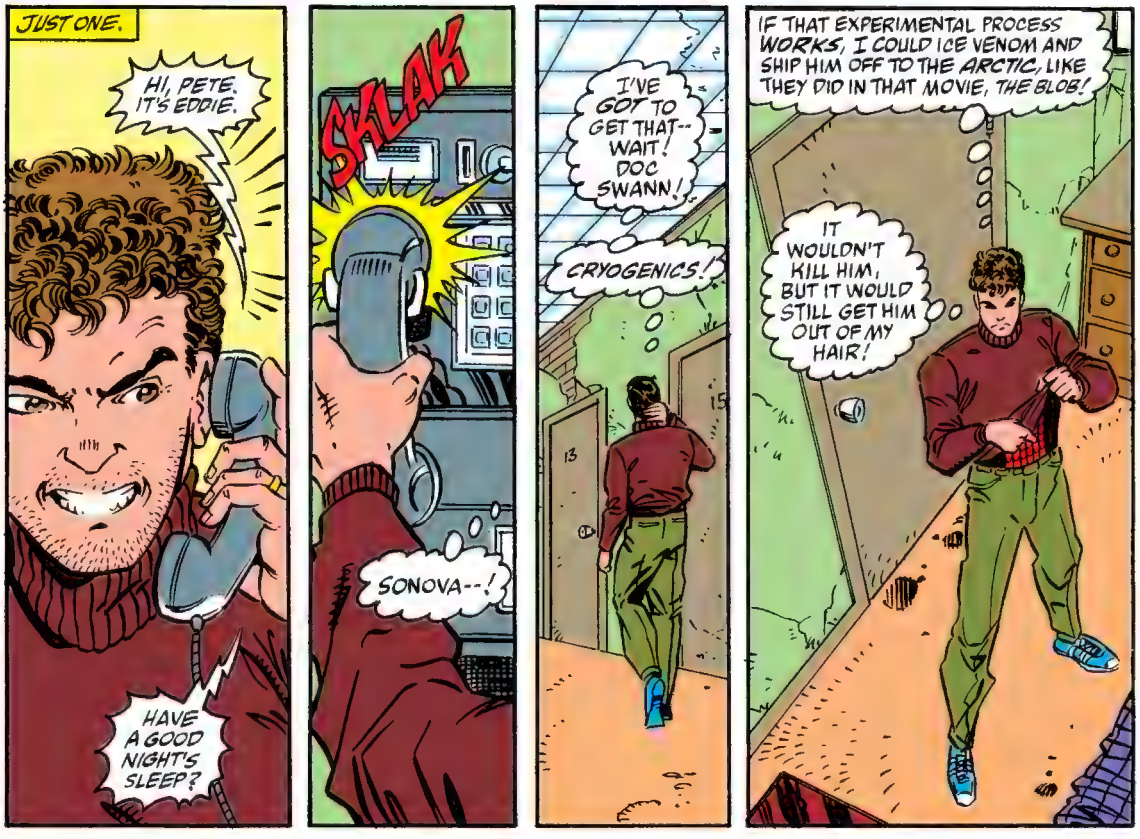

WHATSA MATTUH? JAVA TOO STRONG?
NO! UM, E-EVERY-THING'S FINE!
HERE!
SMART. VERY SMART.
MAYBE I SHOULD CHANGE DA FILTUH...!
LET ME GUESS: YOU'RE WONDERING HOW I GOT HERE. TELL ME, HAVE YOU EVER READ WAR OF THE WORLDS?
UH, S-SURE. IN SCHOOL.
GOOD!
THEN YOU REMEMBER HOW THE ALIEN INVADERS SUCCUMBED TO EARTH'S DISEASES. IN A WAY, THE SAME THING HAPPENED TO MY OTHER, THE SYMBIOTE.*
THOUGH THE MUTATE, STYX, INDUCES RAPIDLY-GROWING CANCER IN EARTHLY ORGANISMS, MY OTHER ISN'T OF THIS EARTH!
*IN AMAZING SPIDER-MAN #333. --SYMBIOTIC DANNY
IT RETREATED INTO A SORT OF COMATOSE STATE TO FIGHT THE MALADY WHICH ATTACKED IT. WHEN IT WON, IT CAME FOR ME.
YOU KNOW WHY.
YEAH. AND THERE'S ONLY ONE THING TO DO ABOUT IT!
THIS WAY.

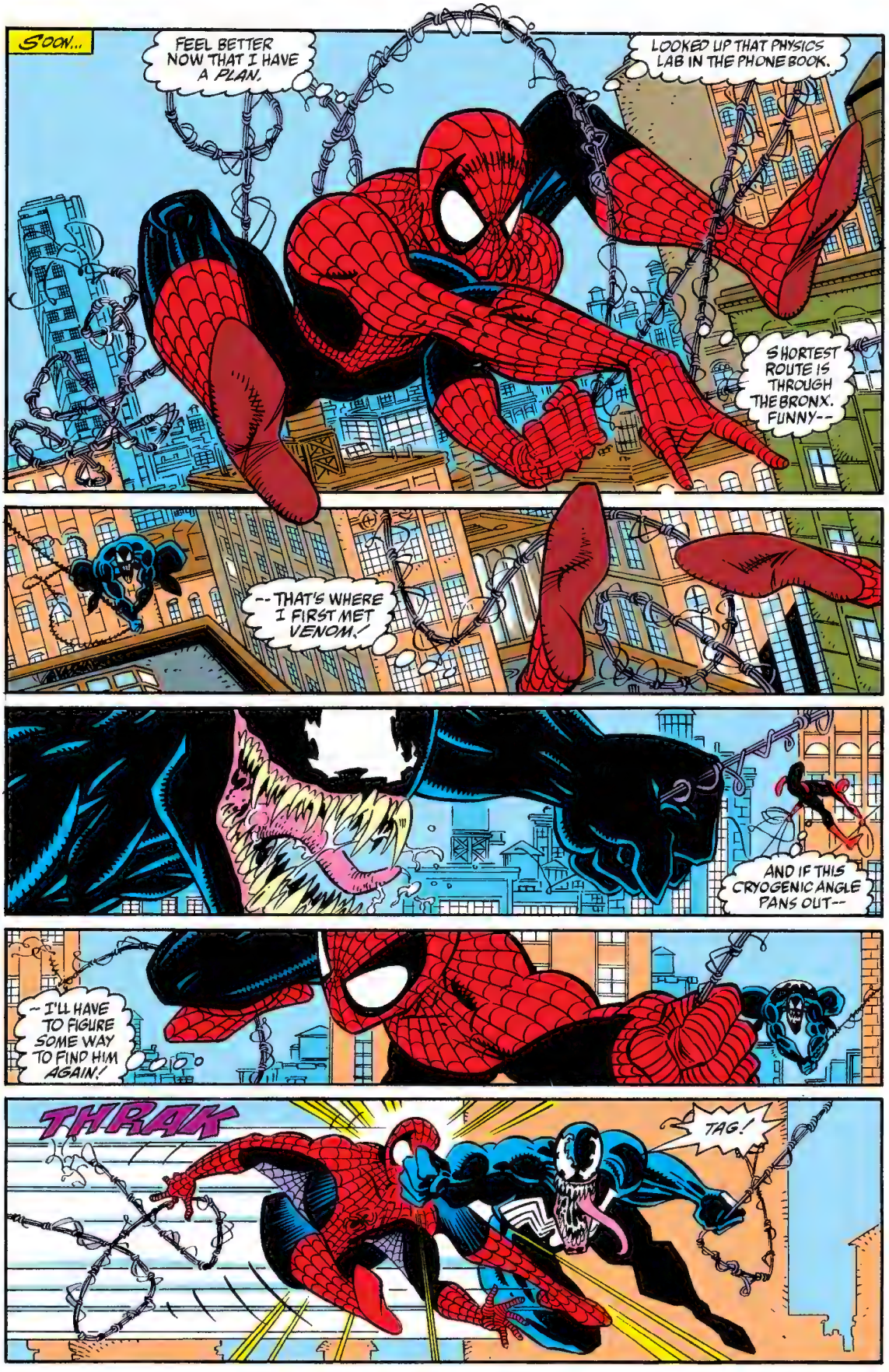
--COMPLETELY DESERTED!
GIMME YER MONEY! >SNIFF<
NOW!
OH, SWELL!
JUST TAKE IT EASY! HERE'S MY WALLET!
A LOUSY THIRTY BUCKS?! >SNIFF< I OUGHTA KILL YA FOR THAT!
NO.
PLIP
KRAK
HE'S GOING TO KILL ME. OR TRY TO, ANYWAY.
BUT AT LEAST I CAN TAKE THE BATTLE TO THIS DESERTED ALLEY, SO NO ONE ELSE WILL GET HURT!
AH, BUT IN NEW YORK, ALLEYWAYS ARE SELDOM--

YOU CAN'T HAVE HIM.
>GHIK<
HE'S OURS!
eep!
GHYUUU

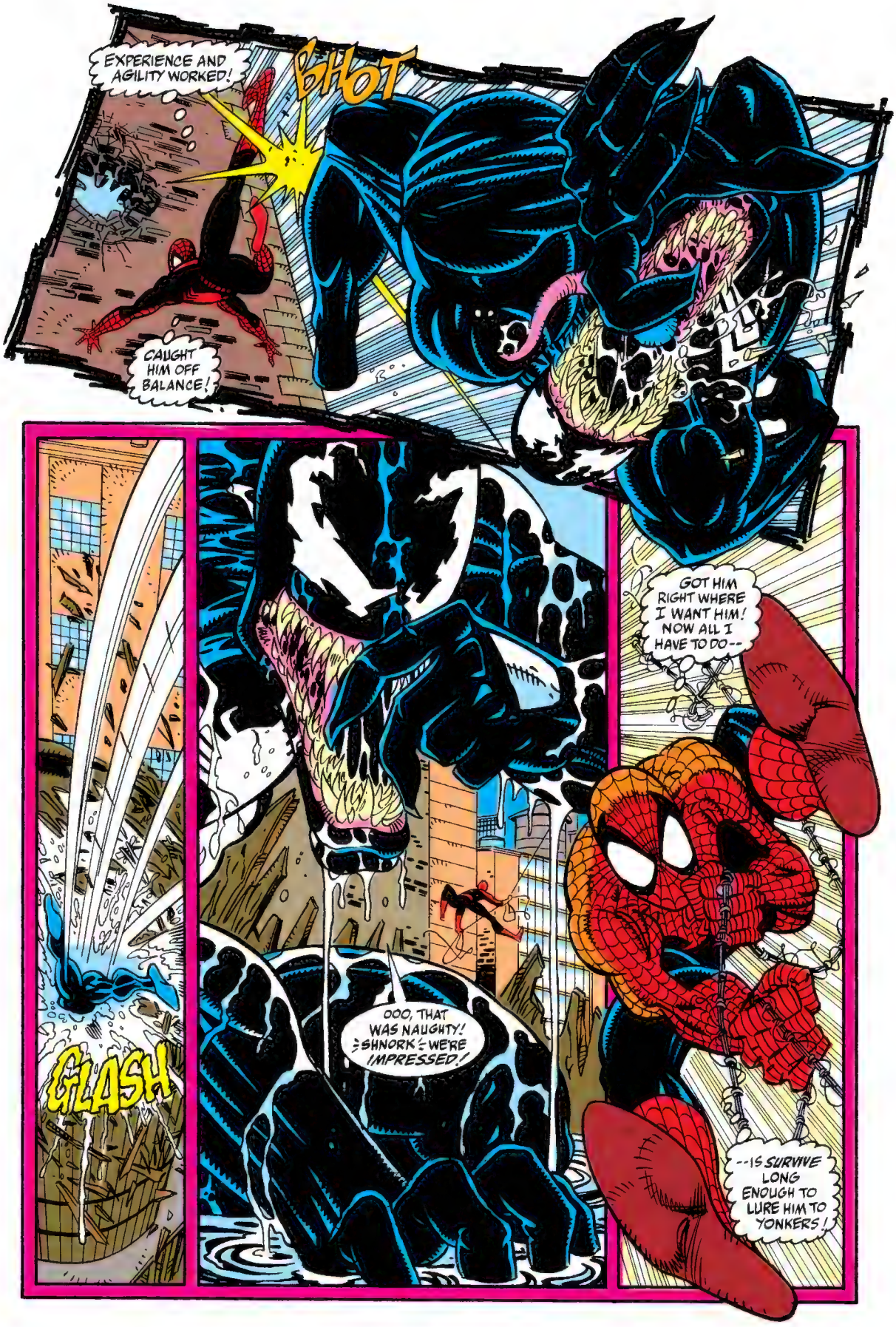

SMALL FAVOR #1: VENOM DOESN'T HAVE A SPIDER-SENSE!
I'VE GOT TO FIND SOME WAY TO PUT VENOM OUT OF COMMISSION!
OR HE WOULD'VE KNOWN I WAS UP HERE, WAITING TO JUMP BACK IN IF HE TRIED TO KILL THAT MUGGER!
BUT THAT DOESN'T CHANGE THE FACT THAT I RAN WHILE THE RUNNING WAS GOOD! AND THAT MAKES ME FEEL TWO FEET TALL!
MORNING.
HOTEL
~YAWN~ FOR THIS I GOT MY THIRTY BUCKS BACK?!
SURE WISH MY MASTERCARD WASN'T CHARGED TO THE MAX! OH, WELL, IF THE COCKROACHES HAVEN'T MADE OFF WITH IT, I SHOULD HAVE SOME CHANGE LEFT.
BETTER USE IT TO CHECK MY--

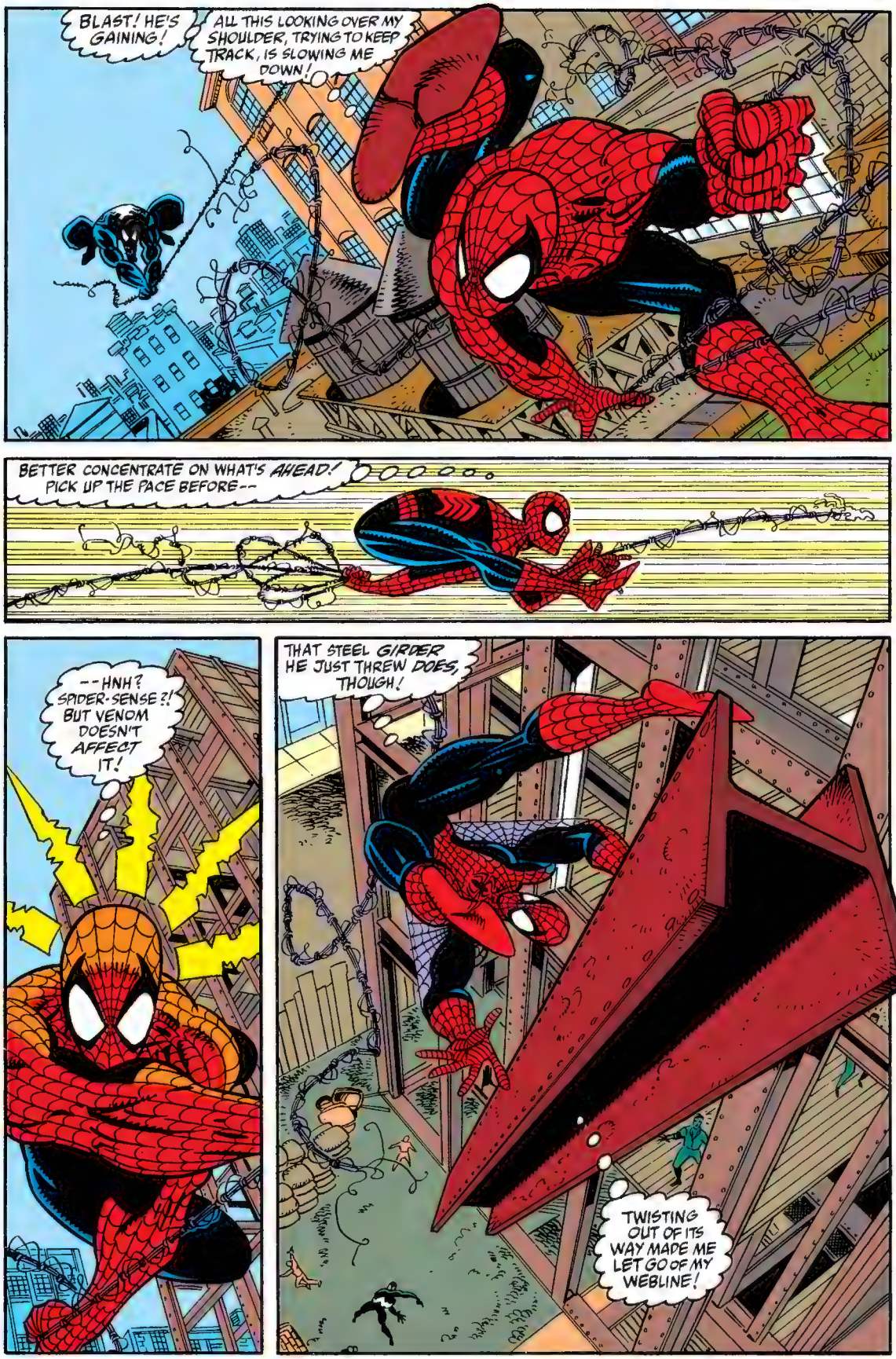

"--MESSAGES!"
BEEP BEEP BEEP
--PROFESSOR SWANN, PETER, AT THE UNIVERSITY.
I'VE RECEIVED A REQUEST FROM MOLEED LABS, IN YONKERS.
THEY'VE HAD A BREAKTHROUGH IN CRYOGENICS, THINK THEY MAY BE ABLE TO SAFELY QUICK-FREEZE A HUMAN BEING!
THEY READ THAT PHYSICS PAPER YOU PUBLISHED AND WOULD LIKE YOUR INPUT. INTERESTED? : beeep :
HMMM, EXTRA CREDIT COULDN'T HURT. ANY MORE MESSAGES?

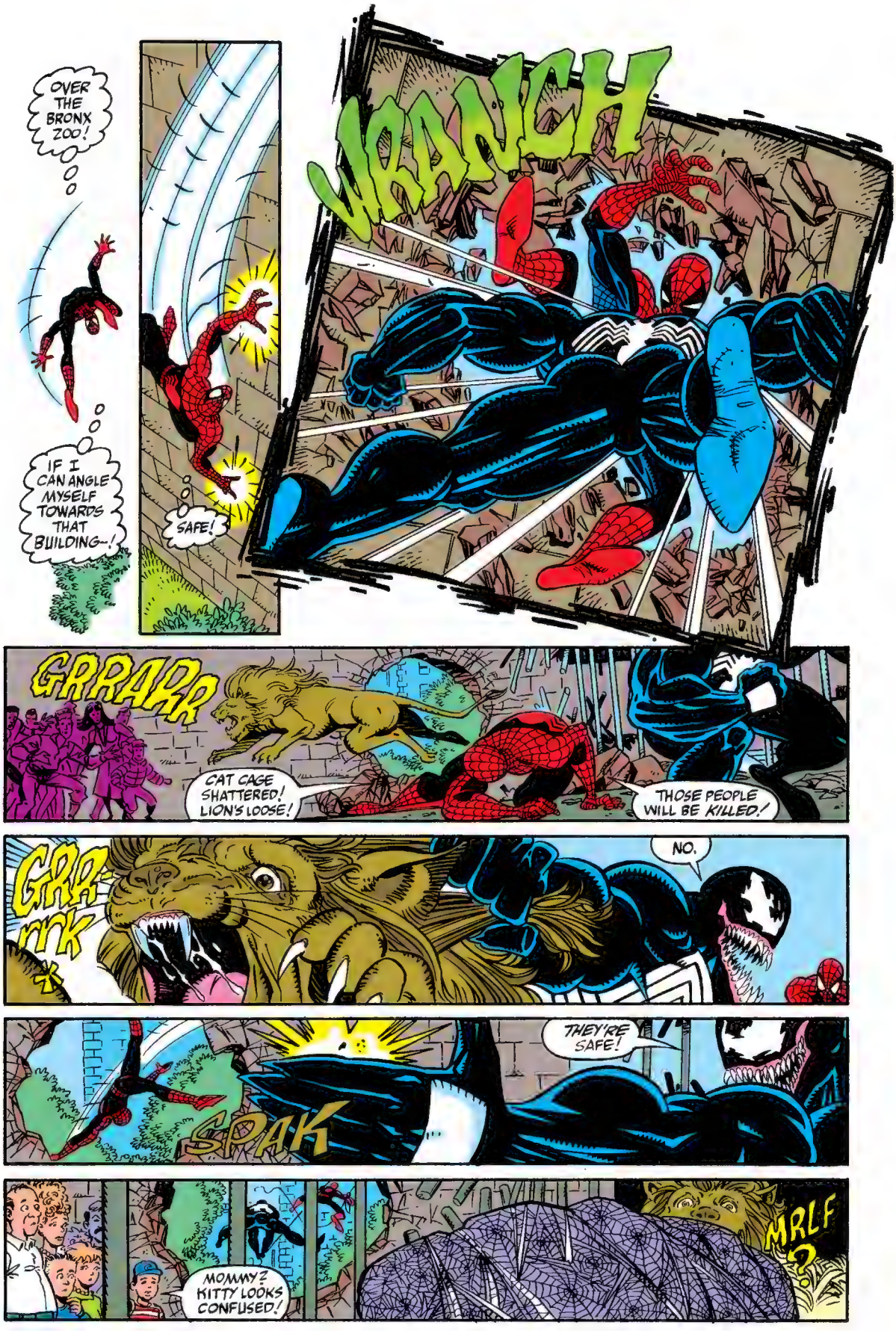

JUST ONE.
HI, PETE. IT'S EDDIE.
HAVE A GOOD NIGHT'S SLEEP?
SKLAK
SONOVA--!
I'VE GOT TO GET THAT-- WAIT! DOC SWANN!
CRYOGENICS!
IF THAT EXPERIMENTAL PROCESS WORKS, I COULD ICE VENOM AND SHIP HIM OFF TO THE ARCTIC, LIKE THEY DID IN THAT MOVIE, THE BLOB!
IT WOULDN'T KILL HIM, BUT IT WOULD STILL GET HIM OUT OF MY HAIR!

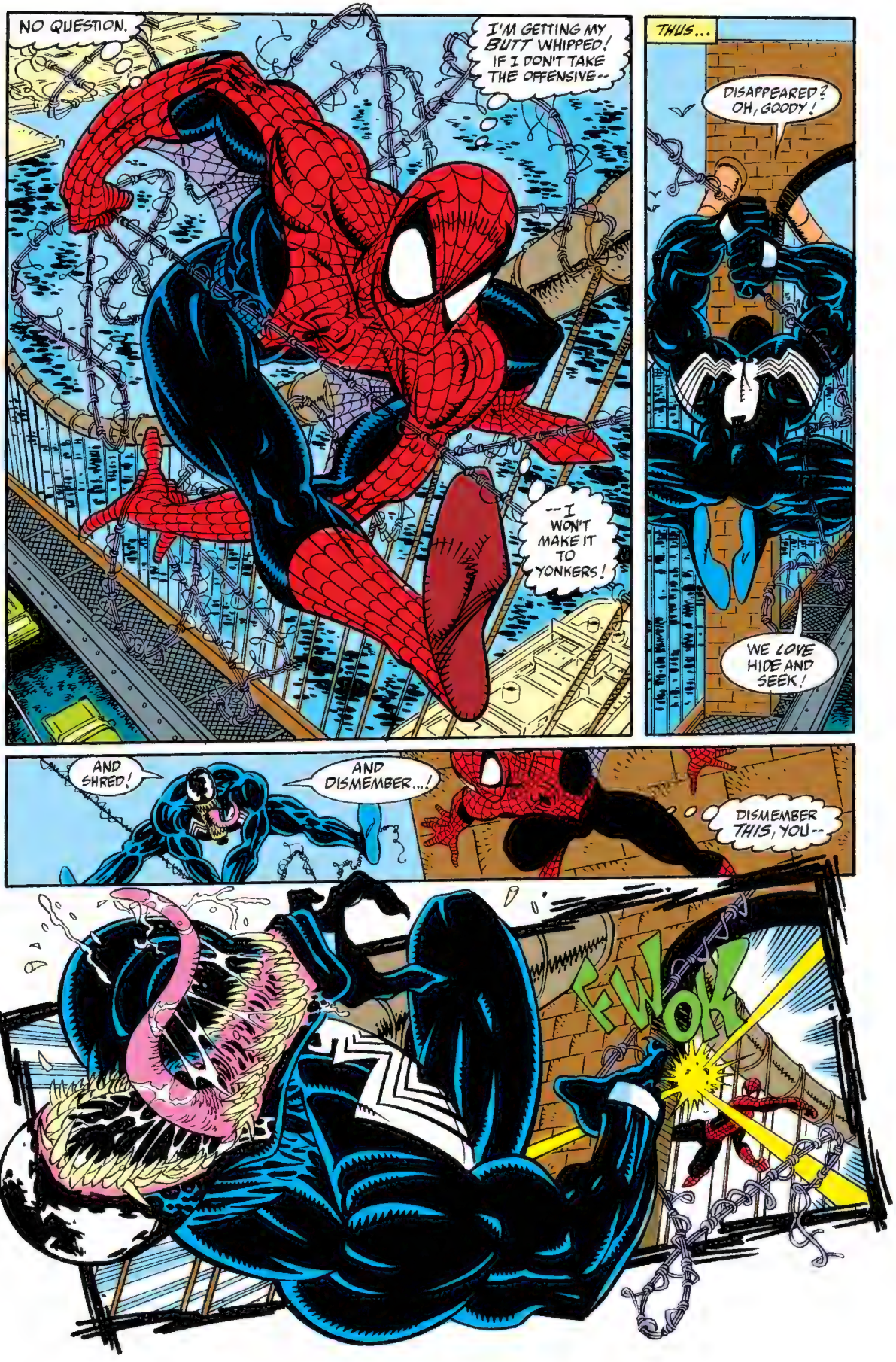

SOON...
FEEL BETTER NOW THAT I HAVE A PLAN.
LOOKED UP THAT PHYSICS LAB IN THE PHONE BOOK.
SHORTEST ROUTE IS THROUGH THE BRONX. FUNNY--
--THAT'S WHERE I FIRST MET VENOM.!
AND IF THIS CRYOGENIC ANGLE PANS OUT--
--I'LL HAVE TO FIGURE SOME WAY TO FIND HIM AGAIN!
THRAK
TAG!

WAUMP
=NNF=
TAP
BLAST! I HATE NOT BEING ABLE TO USE MY SPIDER-SENSE! I NEVER KNOW WHERE THAT GUY WILL TURN UP NEX-- huh?
YOU'RE IT!
WHOK
CASE IN POINT...!
SKRRR

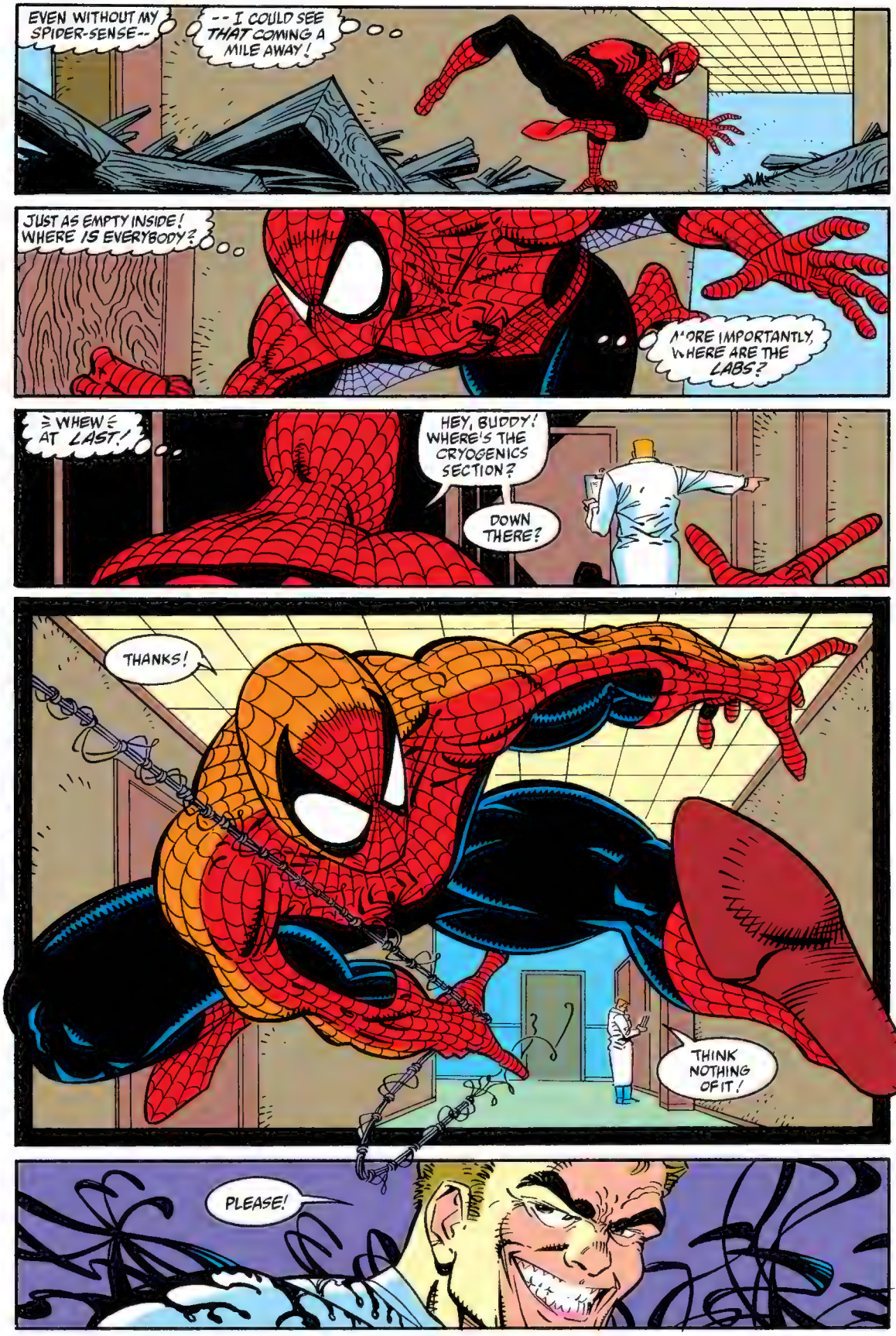

EXPERIENCE AND AGILITY WORKED!
SHOT
CAUGHT HIM OFF BALANCE!
GLASH
OOO, THAT WAS NAUGHTY! SHNORK WE'RE IMPRESSED!
GOT HIM RIGHT WHERE I WANT HIM! NOW ALL I HAVE TO DO--
--IS SURVIVE LONG ENOUGH TO LURE HIM TO YONKERS!

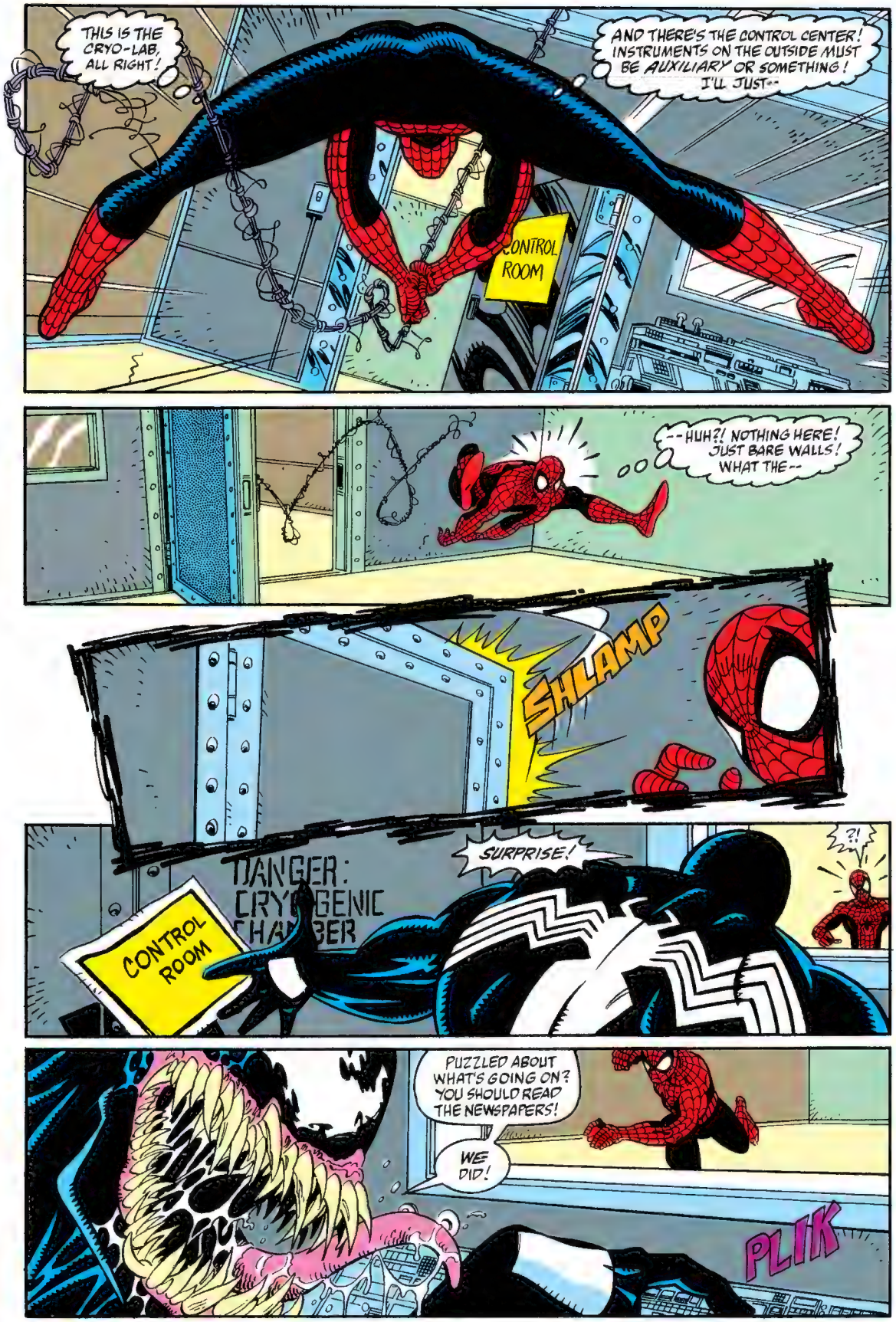

BLAST! HE'S GAINING!
ALL THIS LOOKING OVER MY SHOULDER, TRYING TO KEEP TRACK, IS SLOWING ME DOWN!
BETTER CONCENTRATE ON WHAT'S AHEAD! PICK UP THE PACE BEFORE--
--HNH? SPIDER-SENSE?! BUT VENOM DOESN'T AFFECT IT!
THAT STEEL GIRDER HE JUST THREW DOES, THOUGH!
TWISTING OUT OF ITS WAY MADE ME LET GO OF MY WEBLINE!

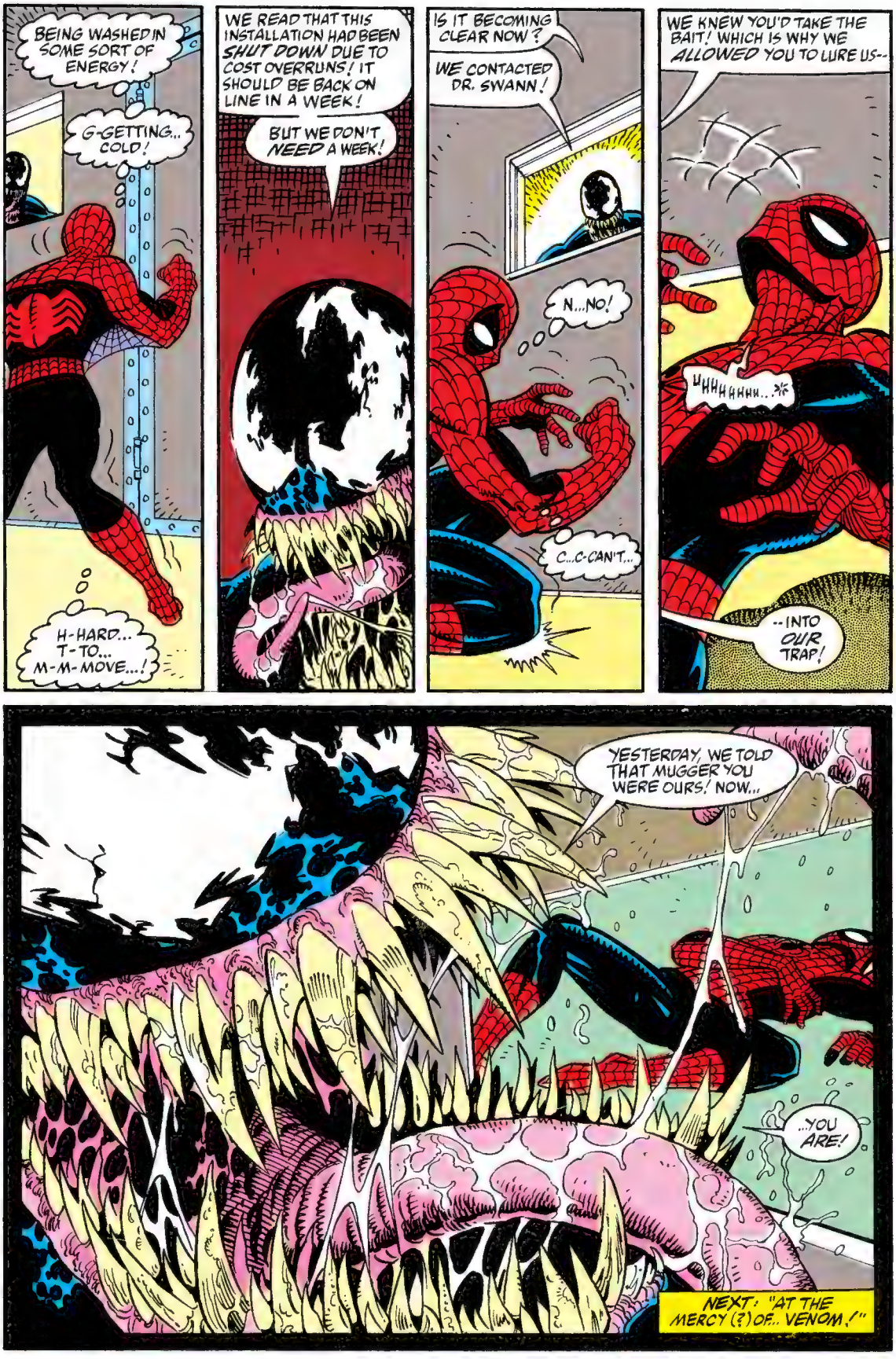

OVER THE BRONX ZOO!
IF I CAN ANGLE MYSELF TOWARDS THAT BUILDING--!
SAFE!
KRANCH!
GRRARR
CAT CAGE SHATTERED! LION'S LOOSE!
THOSE PEOPLE WILL BE KILLED!
GRA-RRK
NO.
THEY'RE SAFE!
SPAK
MOMMY? KITTY LOOKS CONFUSED!
MRLF?


NO QUESTION.
I'M GETTING MY BUTT WHIPPED! IF I DON'T TAKE THE OFFENSIVE--
--I WON'T MAKE IT TO YONKERS!
THUS...
DISAPPEARED? OH, GOODY!
WE LOVE HIDE AND SEEK!
AND SHRED!
AND DISMEMBER...!
DISMEMBER THIS, YOU--
FWOK

SPANG
WE ARE NO LONGER AMUSED...!
YONKERS.
PLACE LOOKS DESERTED!
BUT ACCORDING TO THE ADDRESS--
--THAT'S MOLEED LABS!
JUST HOPE I DIDN'T LOSE VENOM ON THE WAY TO--
--WHAT AM I SAYING?!?
BARATCK


EVEN WITHOUT MY SPIDER-SENSE--
--I COULD SEE THAT COMING A MILE AWAY!
JUST AS EMPTY INSIDE! WHERE IS EVERYBODY?
MORE IMPORTANTLY, WHERE ARE THE LABS?
≥WHEW≤ AT LAST!
HEY, BUDDY! WHERE'S THE CRYOGENICS SECTION?
DOWN THERE?
THANKS!
THINK NOTHING OF IT!
PLEASE!


THIS IS THE CRYO-LAB, ALL RIGHT!
AND THERE'S THE CONTROL CENTER! INSTRUMENTS ON THE OUTSIDE MUST BE AUXILIARY OR SOMETHING! I'LL JUST--
CONTROL ROOM
--HUH?! NOTHING HERE! JUST BARE WALLS! WHAT THE--
SHLAMP
SURPRISE!
?!
DANGER: CRYOGENIC CHAMBER
CONTROL ROOM
PUZZLED ABOUT WHAT'S GOING ON? YOU SHOULD READ THE NEWSPAPERS!
WE DID!
PLIK


BEING WASHED IN SOME SORT OF ENERGY!
G-GETTING... COLD!
H-HARD... T-TO... M-M-MOVE...!
WE READ THAT THIS INSTALLATION HAD BEEN SHUT DOWN DUE TO COST OVERRUNS! IT SHOULD BE BACK ON LINE IN A WEEK!
BUT WE DON'T NEED A WEEK!
IS IT BECOMING CLEAR NOW?
WE CONTACTED DR. SWANN!
N...NO!
C...C-CAN'T...
WE KNEW YOU'D TAKE THE BAIT! WHICH IS WHY WE ALLOWED YOU TO LURE US--
UHHHAHHH...
--INTO OUR TRAP!
YESTERDAY, WE TOLD THAT MUGGER YOU WERE OURS! NOW...
...YOU ARE!
NEXT: "AT THE MERCY (?) OF... VENOM!"

MARVEL COMICS
the AMAZING SPIDER-MAN
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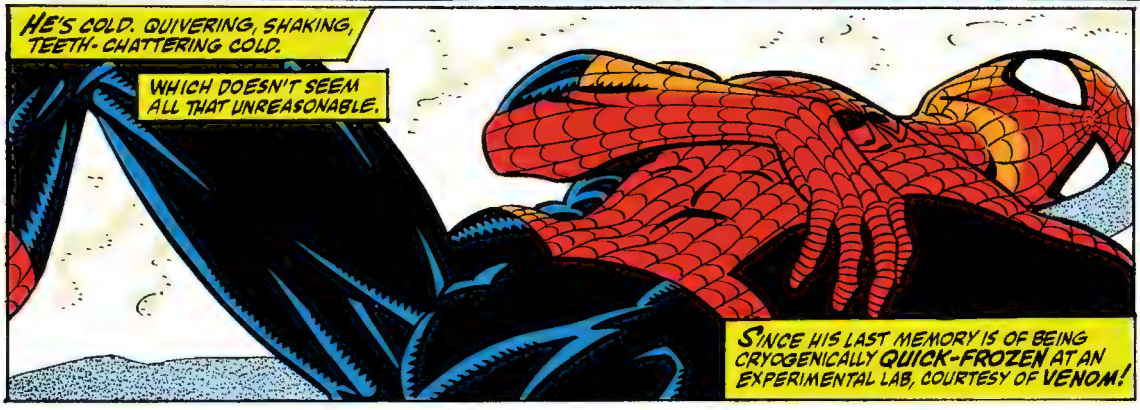
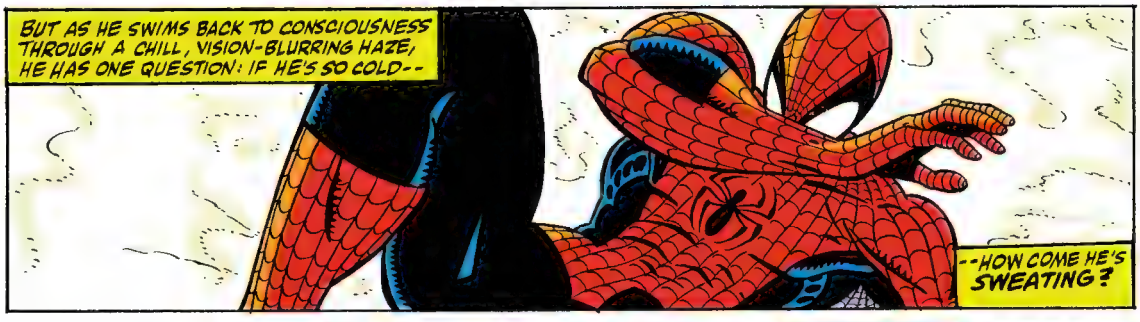
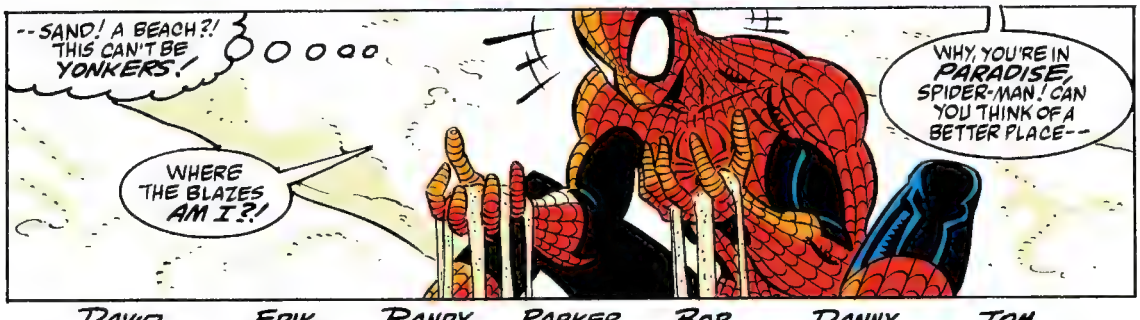
347
MAY
02457
APPROVED BY THE COMICS CODE AUTHORITY
ALAS, POOR SPIDER-MAN--
--I KILLED HIM WELL!

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®


HE'S COLD. QUIVERING, SHAKING, TEETH-CHATTERING COLD.
WHICH DOESN'T SEEM ALL THAT UNREASONABLE.
SINCE HIS LAST MEMORY IS OF BEING CRYOGENICALLY QUICK-FROZEN AT AN EXPERIMENTAL LAB, COURTESY OF VENOM!


BUT AS HE SWIMS BACK TO CONSCIOUSNESS THROUGH A CHILL, VISION-BLURRING HAZE, HE HAS ONE QUESTION: IF HE'S SO COLD--
--HOW COME HE'S SWEATING?



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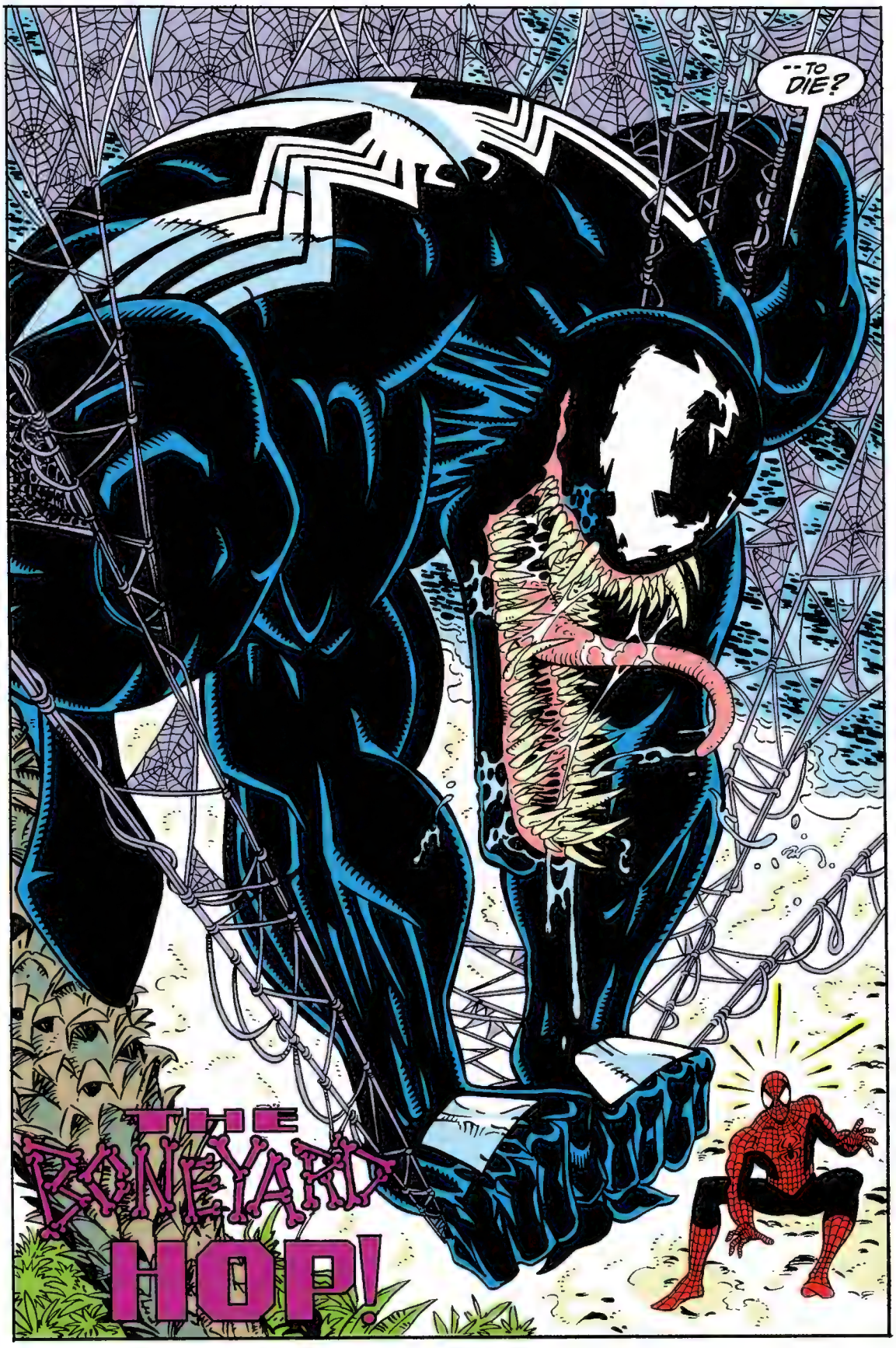
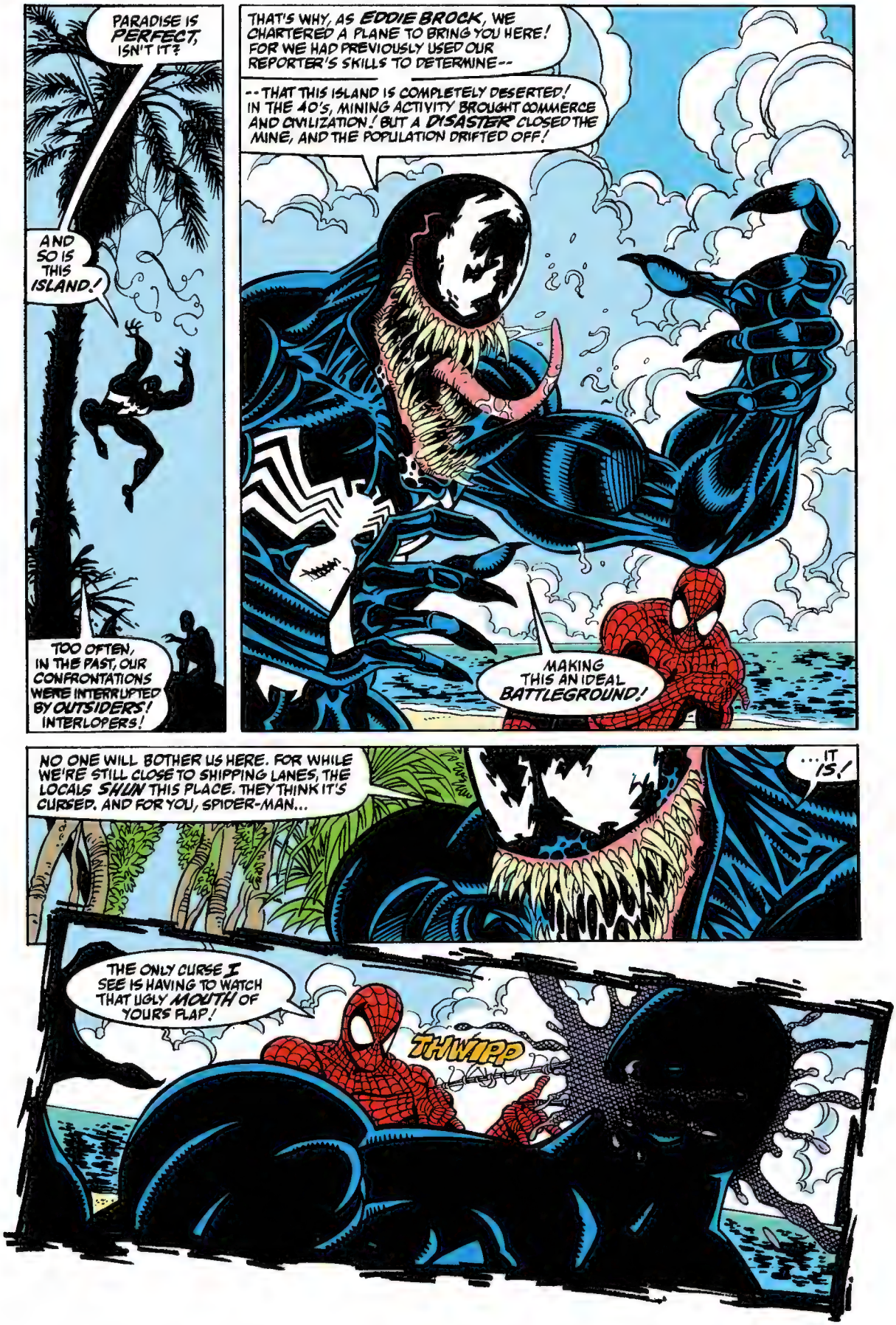
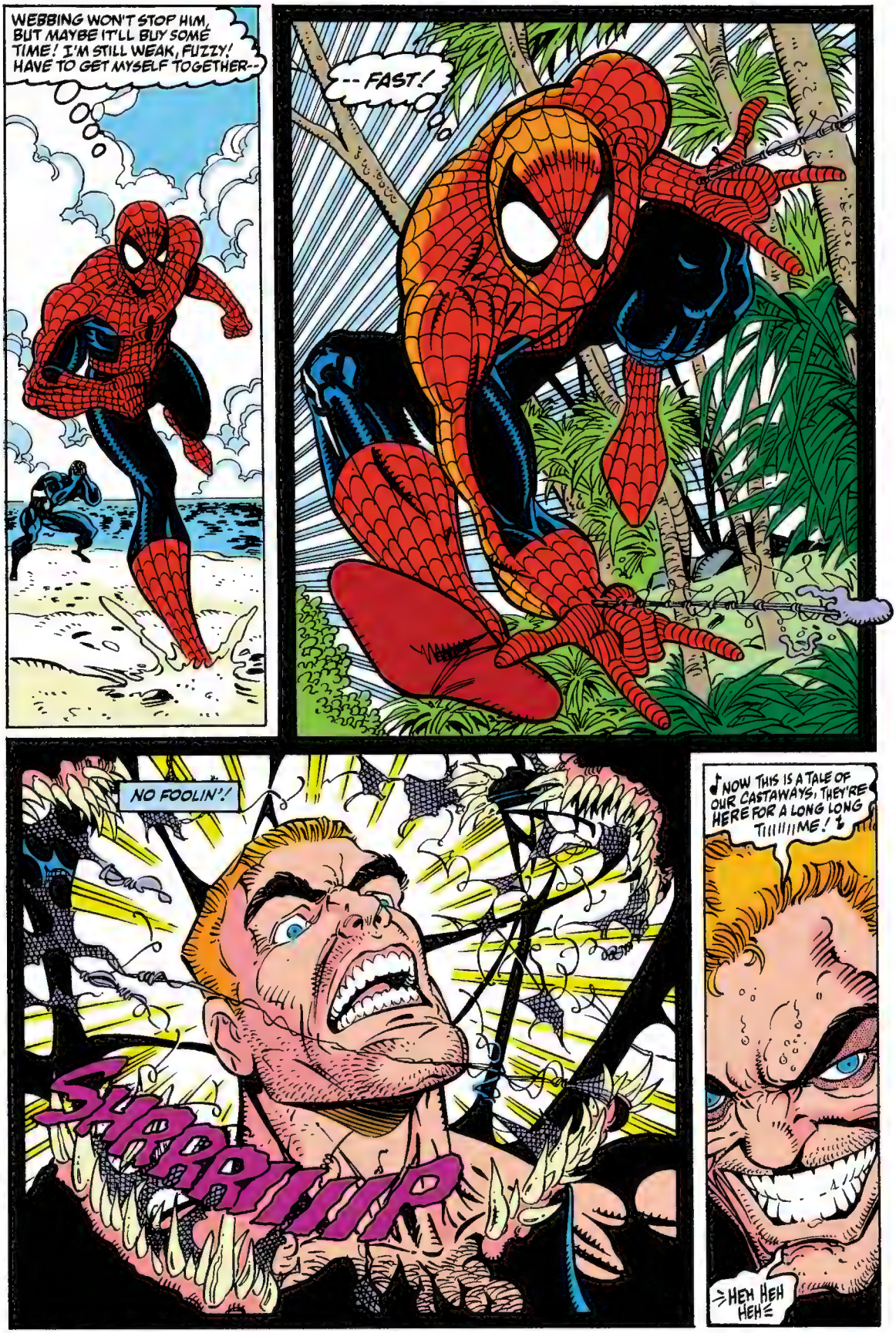
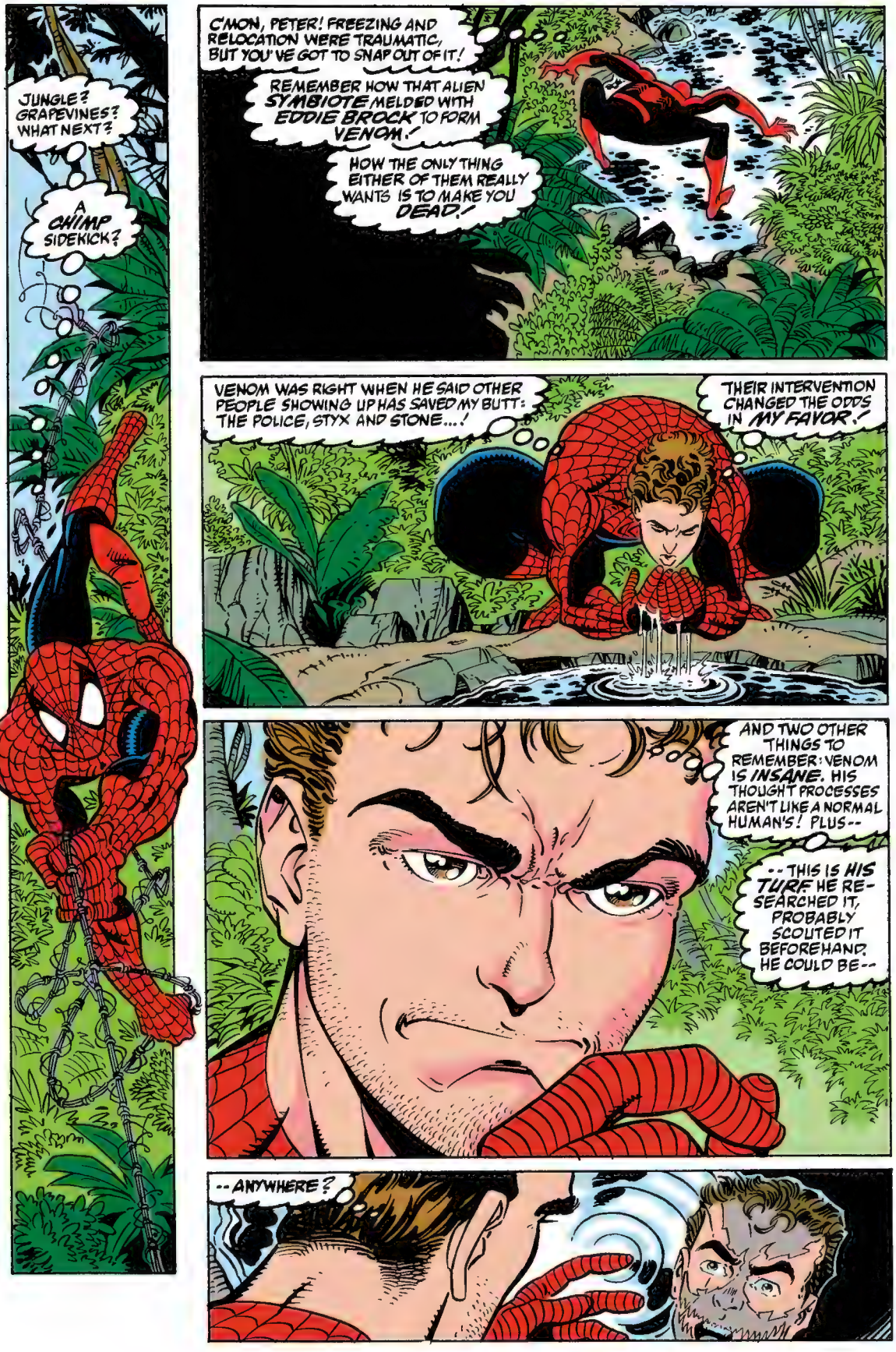
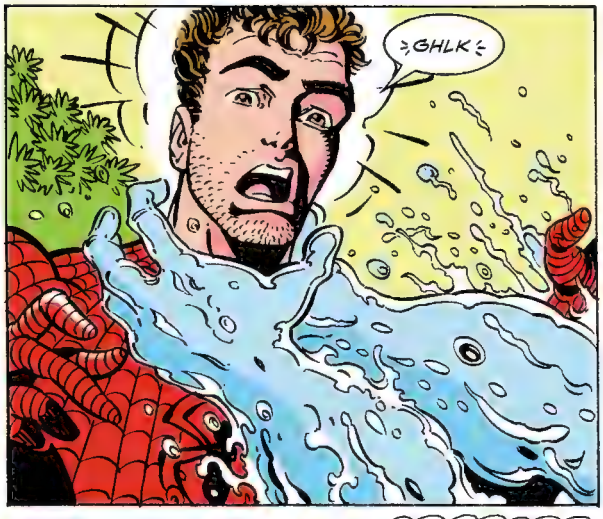
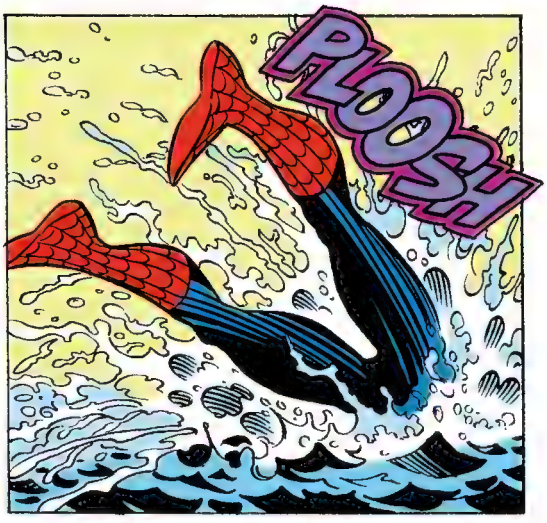

--TO DIE?
THE BONEYARD HOP!


PARADISE IS PERFECT, ISN'T IT?
AND SO IS THIS ISLAND!
TOO OFTEN, IN THE PAST, OUR CONFRONTATIONS WERE INTERRUPTED BY OUTSIDERS! INTERLOPERS!
THAT'S WHY, AS EDDIE BROCK, WE CHARTERED A PLANE TO BRING YOU HERE! FOR WE HAD PREVIOUSLY USED OUR REPORTER'S SKILLS TO DETERMINE--
--THAT THIS ISLAND IS COMPLETELY DESERTED! IN THE 40's, MINING ACTIVITY BROUGHT COMMERCE AND CIVILIZATION! BUT A DISASTER CLOSED THE MINE, AND THE POPULATION DRIFTED OFF!
MAKING THIS AN IDEAL BATTLEGROUND!
NO ONE WILL BOTHER US HERE. FOR WHILE WE'RE STILL CLOSE TO SHIPPING LANES, THE LOCALS SHUN THIS PLACE. THEY THINK IT'S CURSED. AND FOR YOU, SPIDER-MAN...
...IT IS!
THE ONLY CURSE I SEE IS HAVING TO WATCH THAT UGLY MOUTH OF YOURS FLAP!
THWIPP


WEBBING WON'T STOP HIM, BUT MAYBE IT'LL BUY SOME TIME! I'M STILL WEAK, FUZZY! HAVE TO GET MYSELF TOGETHER--
-- FAST!
NO FOOLIN'!
SHRRIIIP
♪NOW THIS IS A TALE OF OUR CASTAWAYS; THEY'RE HERE FOR A LONG LONG TIIIIIME!♪
HEH HEH HEH

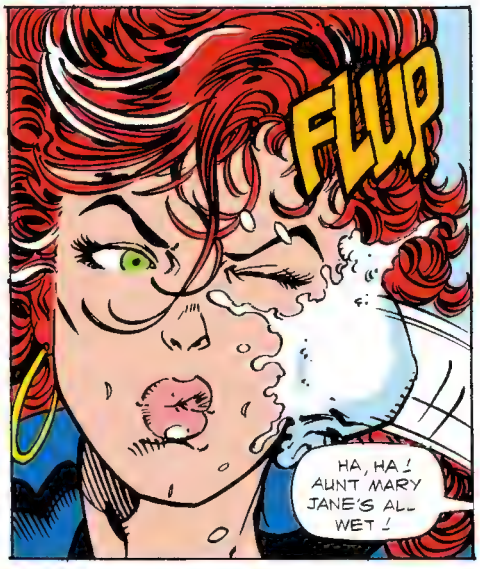

JUNGLE? GRAPEVINES? WHAT NEXT?
A CHIMP SIDEKICK?
C'MON, PETER! FREEZING AND RELOCATION WERE TRAUMATIC, BUT YOU'VE GOT TO SNAP OUT OF IT!
REMEMBER HOW THAT ALIEN SYMBIOTE MELDED WITH EDDIE BROCK TO FORM VENOM.!
HOW THE ONLY THING EITHER OF THEM REALLY WANTS IS TO MAKE YOU DEAD.!
VENOM WAS RIGHT WHEN HE SAID OTHER PEOPLE SHOWING UP HAS SAVED MY BUTT: THE POLICE, STYX AND STONE...!
THEIR INTERVENTION CHANGED THE ODDS IN MY FAVOR.!
AND TWO OTHER THINGS TO REMEMBER: VENOM IS INSANE. HIS THOUGHT PROCESSES AREN'T LIKE A NORMAL HUMAN'S! PLUS--
--THIS IS HIS TURF HE RESEARCHED IT, PROBABLY SCOUTED IT BEFOREHAND. HE COULD BE--
--ANYWHERE?


:GHLK:

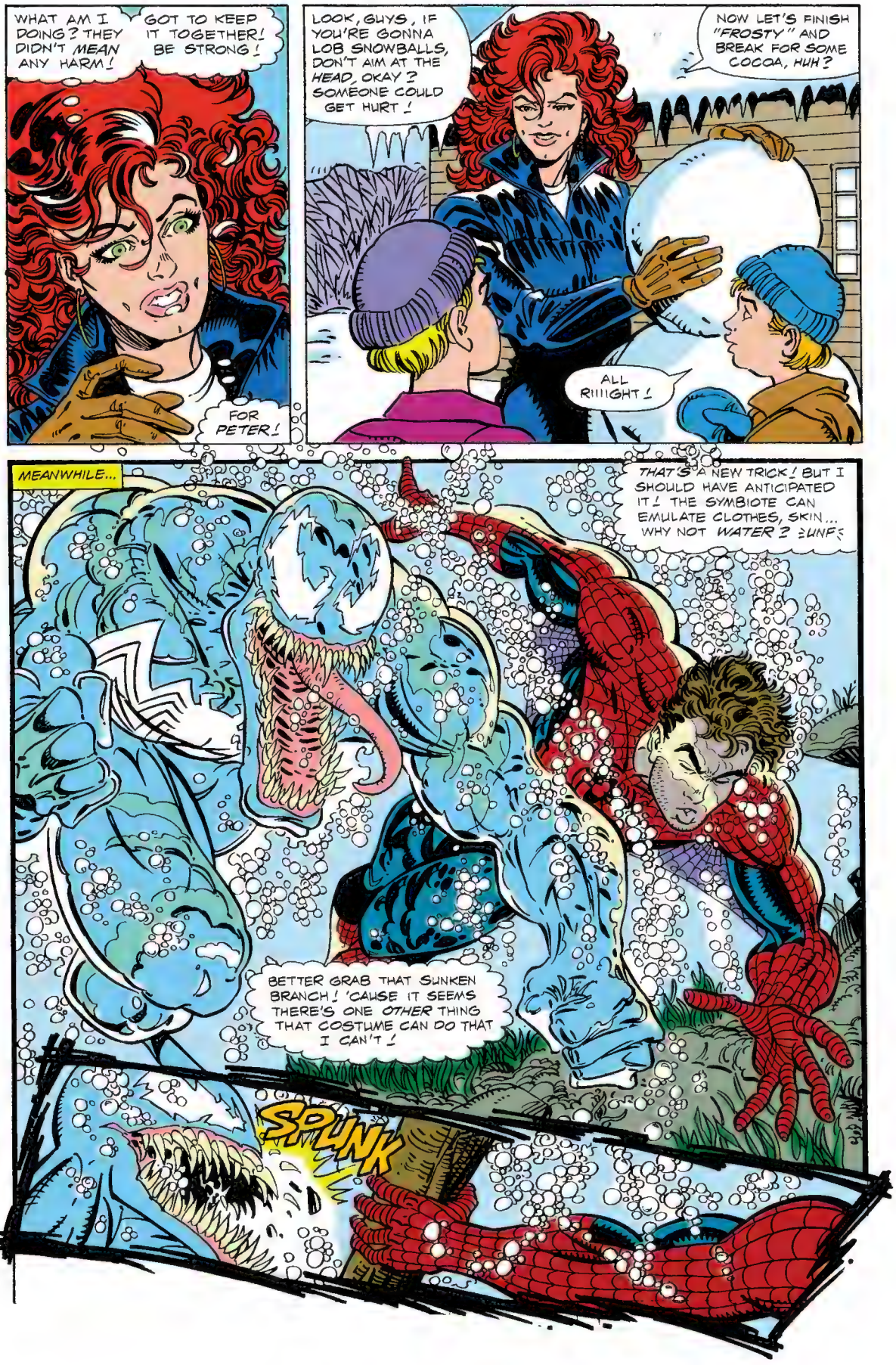

PLOOSH

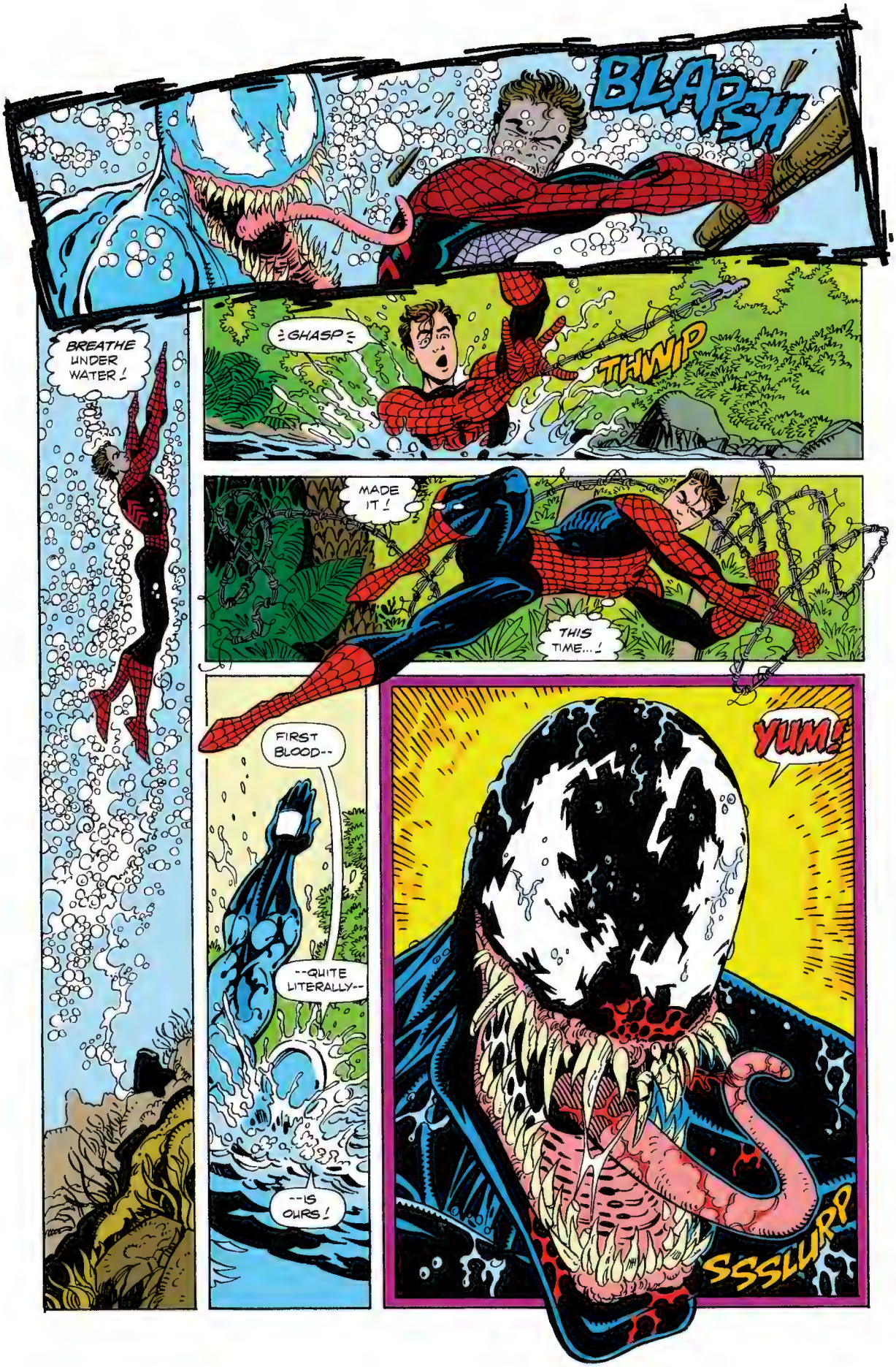
INTERLUDE: PITTSBURGH, WHERE THE SUN ALSO SHINES -- THOUGH NOT IN THE HEART OF MARY JANE WATSON-PARKER.
TOMMY AND KEVIN. SWEETEST NEPHEWS A GAL COULD HAVE. SO CAREFREE.
CAN'T EVEN GUESS THEIR UNCLE PETER MIGHT BE DYING AT THIS VERY MOMENT!

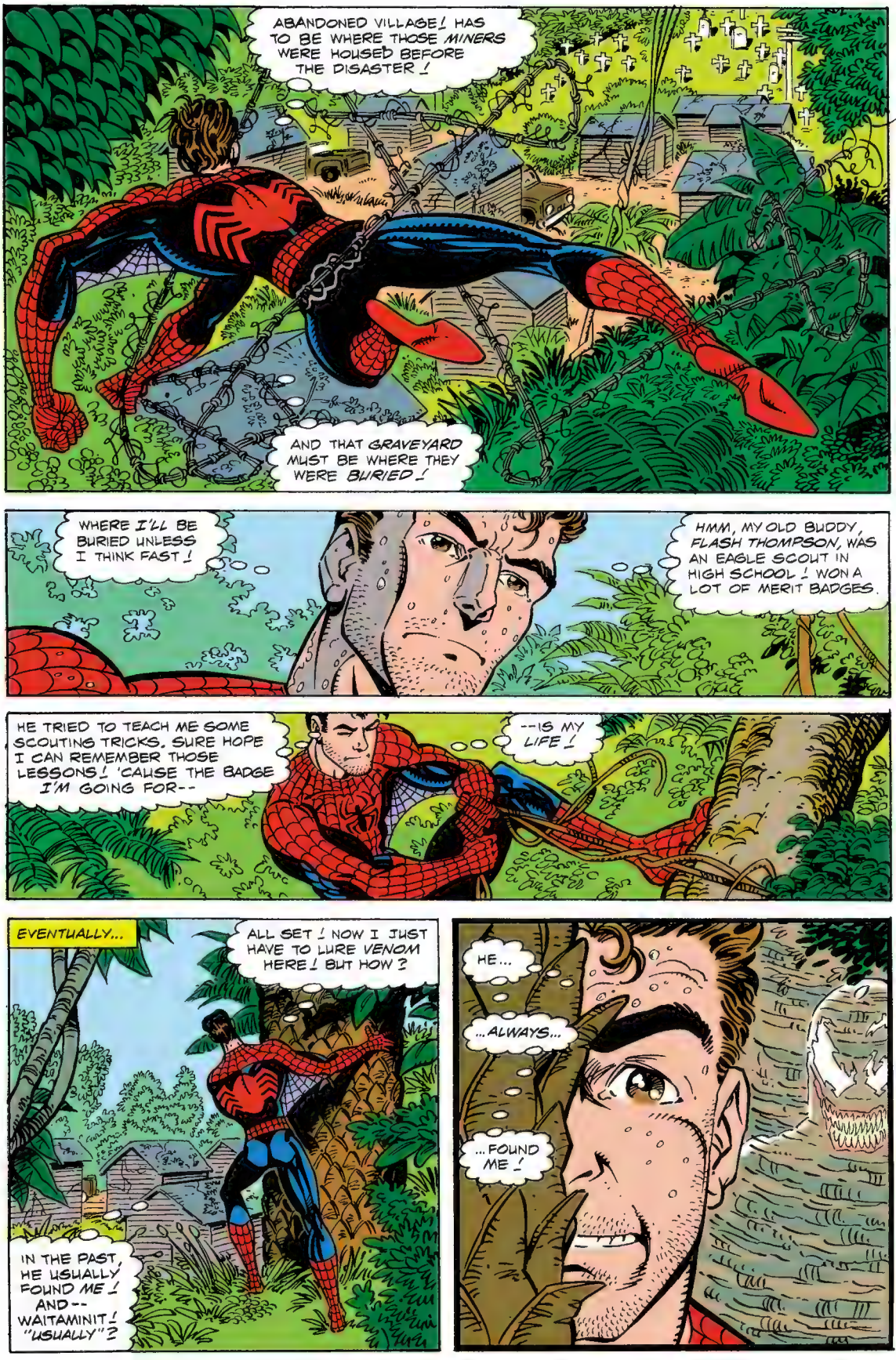
I KNOW HE SENT ME HERE SO I'D BE SAFE WHILE HE WENT AFTER VENOM.
BUT I CAN'T STAND IT MUCH LONGER! NOT KNOWING IF HE'S--

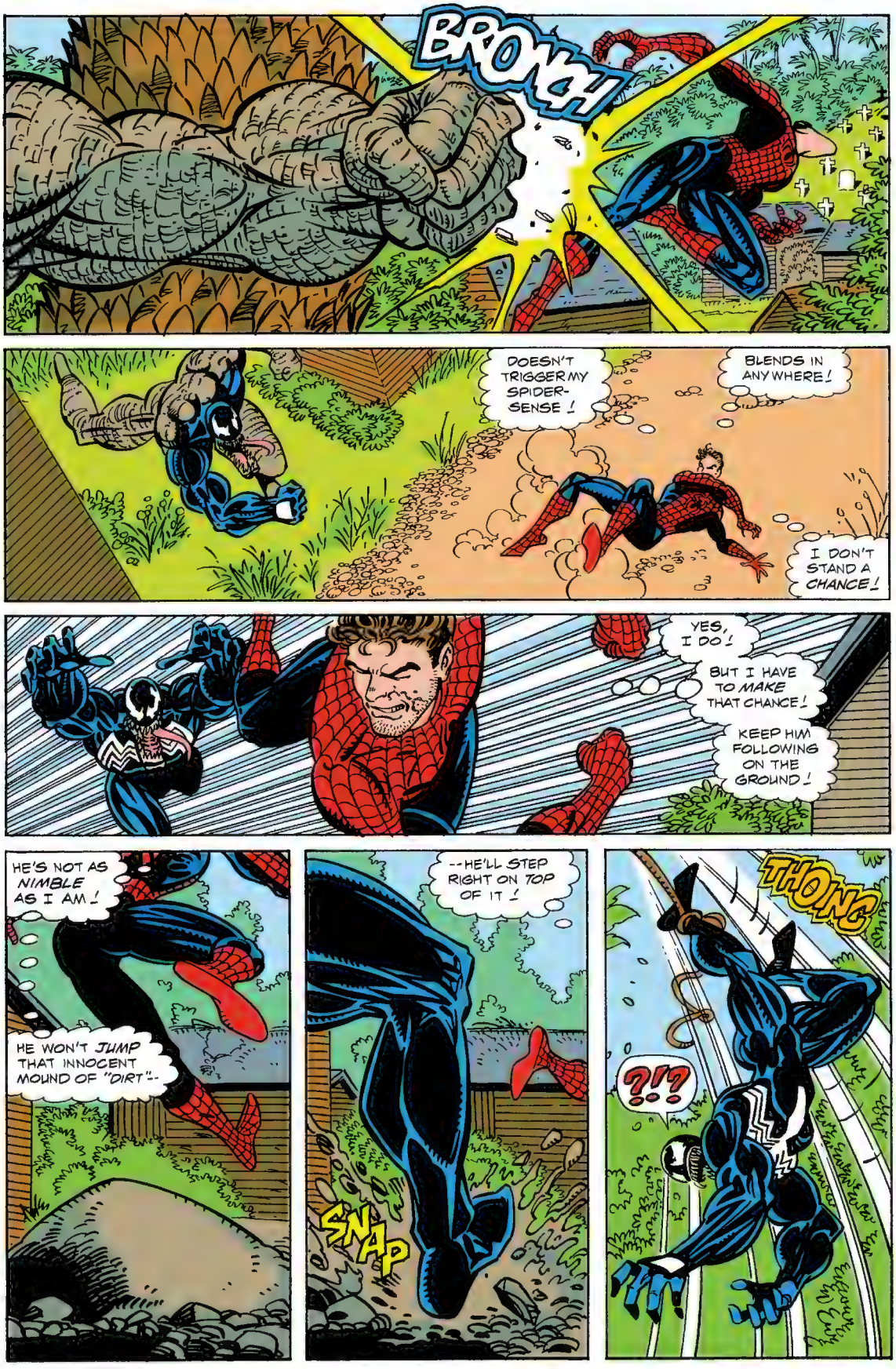

FLUP
HA, HA! AUNT MARY JANE'S ALL WET!

THAT WASN'T FUNNY, BLAST IT! I OUGHTA TAN YOUR LITTLE--
G-G-GOSH, AUNT MARY JANE! W-WE'RE SORRY!

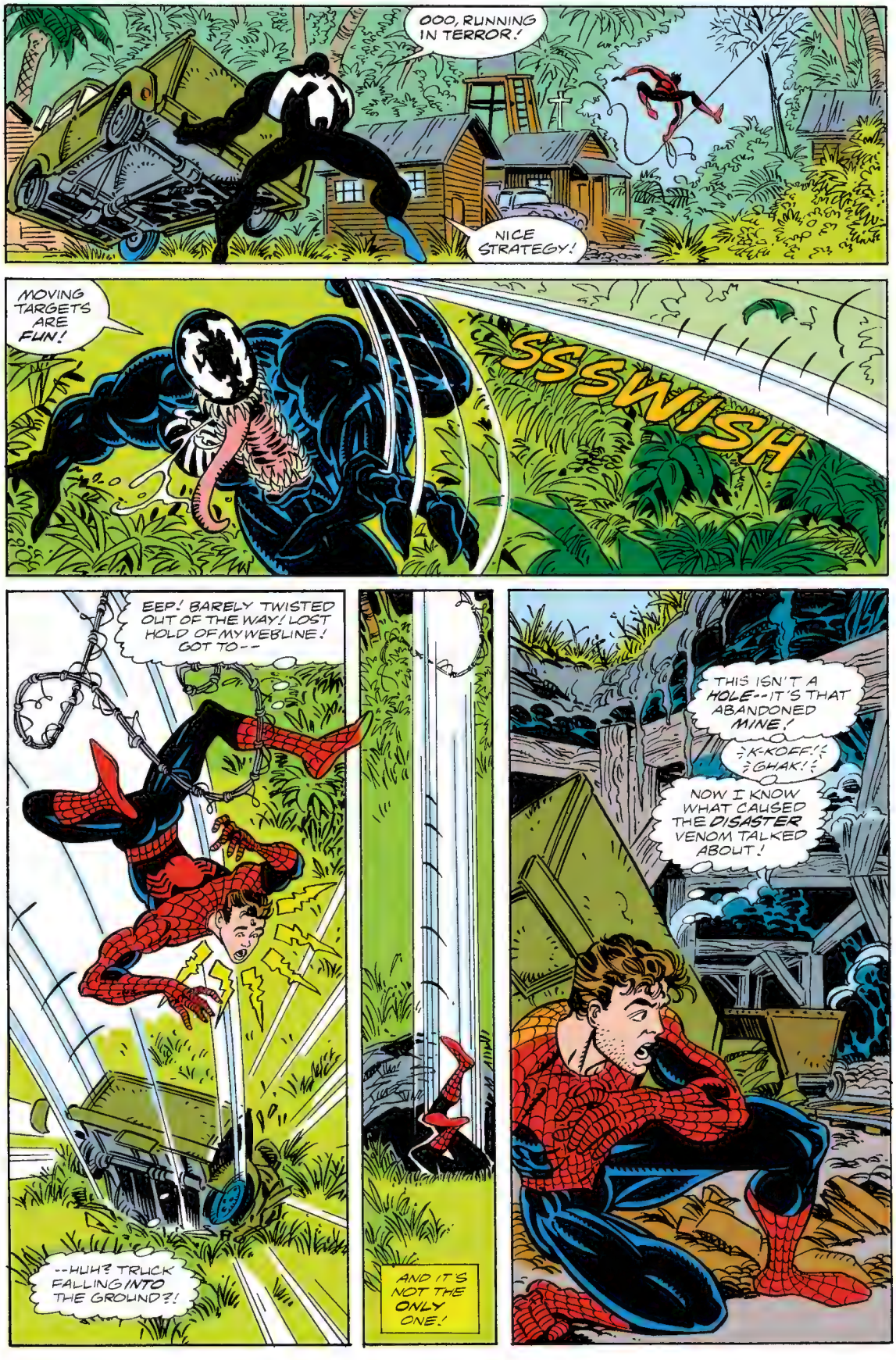

WHAT AM I DOING? THEY DIDN'T MEAN ANY HARM!
GOT TO KEEP IT TOGETHER! BE STRONG!
FOR PETER!
LOOK, GUYS, IF YOU'RE GONNA LOB SNOWBALLS, DON'T AIM AT THE HEAD, OKAY? SOMEONE COULD GET HURT!
NOW LET'S FINISH "FROSTY" AND BREAK FOR SOME COCOA, HUH?
ALL RIIIIGHT!
MEANWHILE...
THAT'S A NEW TRICK! BUT I SHOULD HAVE ANTICIPATED IT! THE SYMBIOTE CAN EMULATE CLOTHES, SKIN... WHY NOT WATER? UNF!
BETTER GRAB THAT SUNKEN BRANCH! 'CAUSE IT SEEMS THERE'S ONE OTHER THING THAT COSTUME CAN DO THAT I CAN'T!
SPLUNK

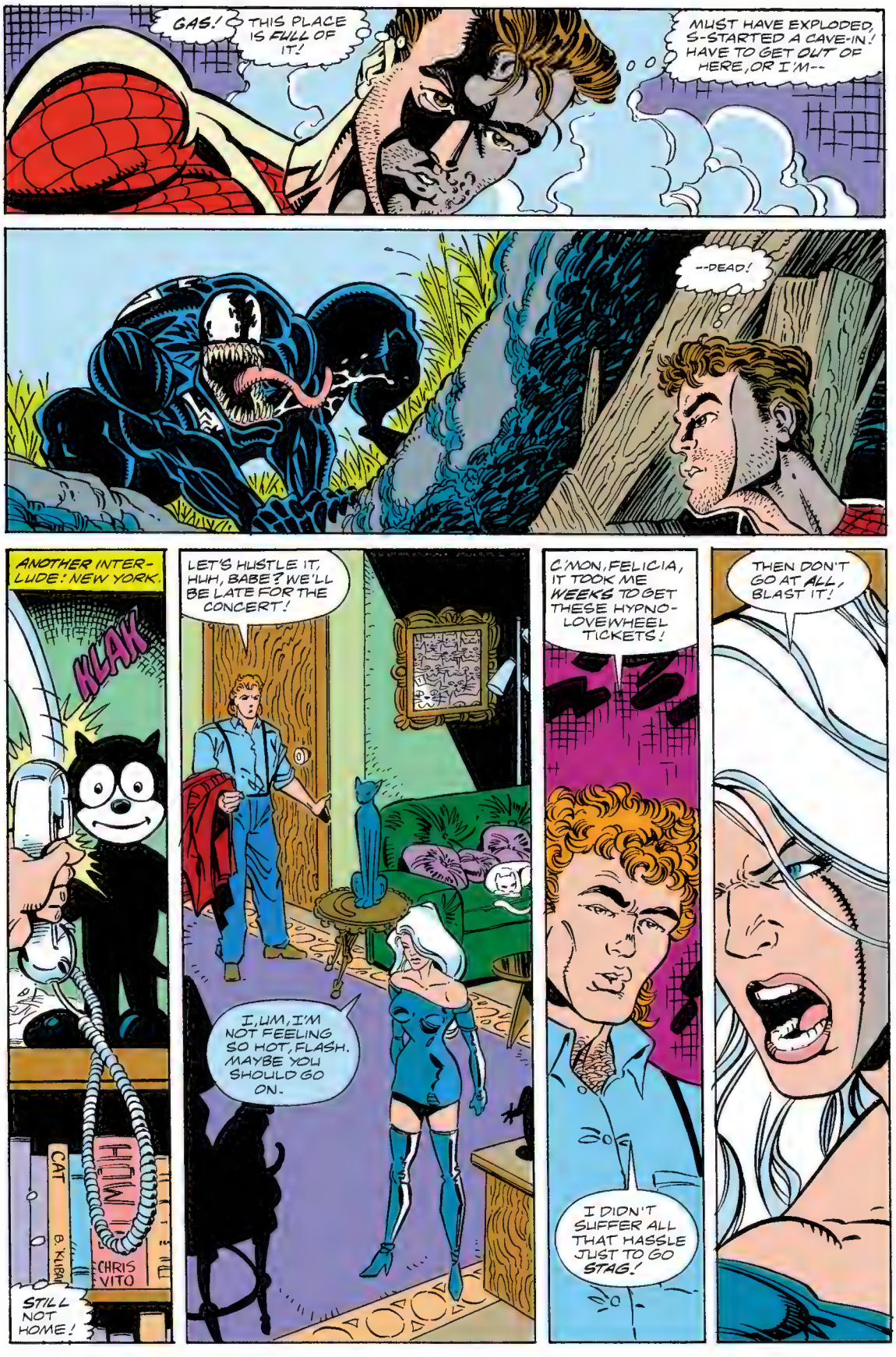

BLAPSH
BREATHE UNDER WATER!
:GHASP:
THWIP
MADE IT!
THIS TIME...!
FIRST BLOOD--
--QUITE LITERALLY--
--IS OURS!
YUM!
SSSLURP

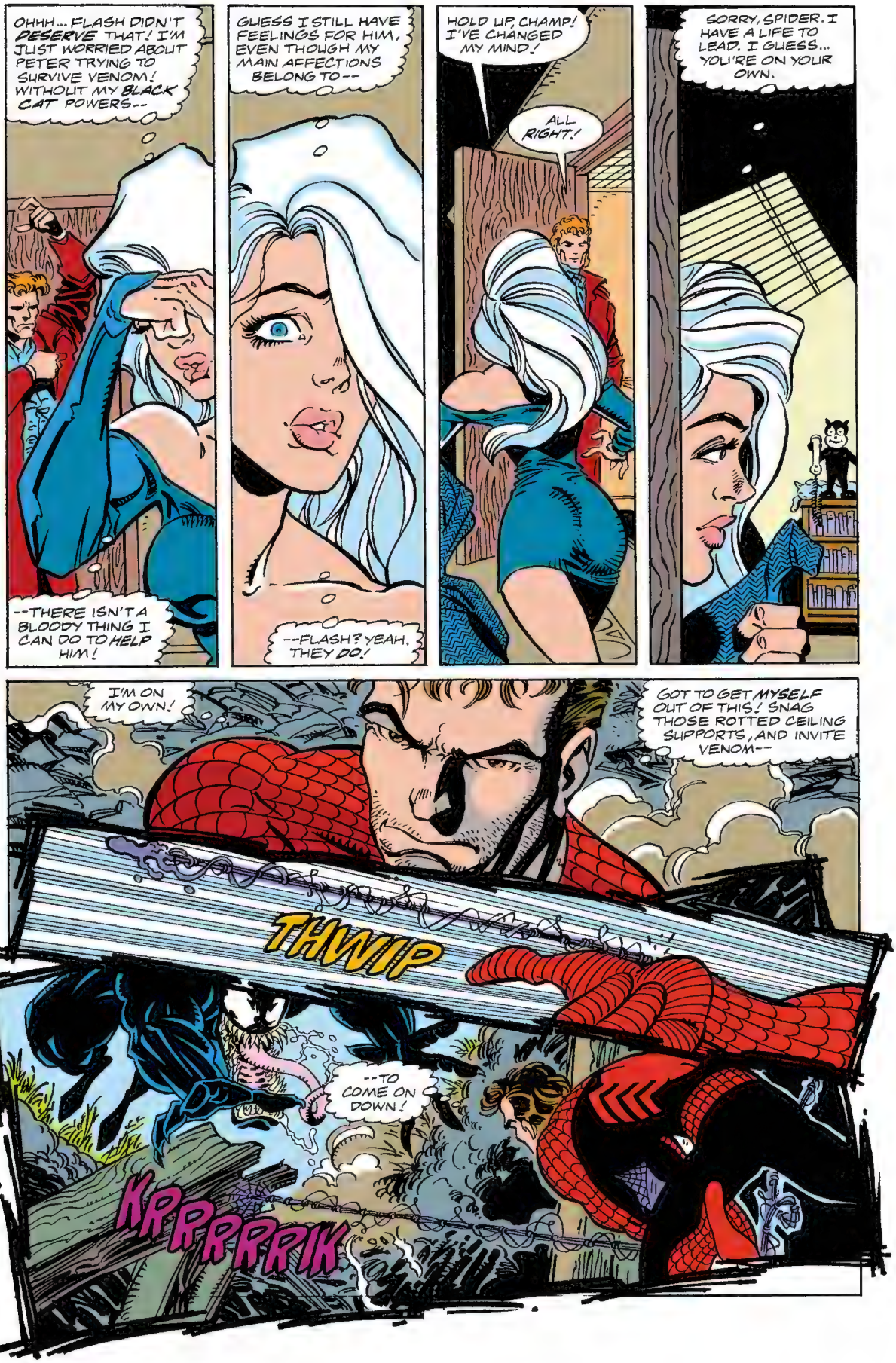

ABANDONED VILLAGE! HAS TO BE WHERE THOSE MINERS WERE HOUSED BEFORE THE DISASTER!
AND THAT GRAVEYARD MUST BE WHERE THEY WERE BURIED!
WHERE I'LL BE BURIED UNLESS I THINK FAST!
HMM, MY OLD BUDDY, FLASH THOMPSON, WAS AN EAGLE SCOUT IN HIGH SCHOOL! WON A LOT OF MERIT BADGES.
HE TRIED TO TEACH ME SOME SCOUTING TRICKS. SURE HOPE I CAN REMEMBER THOSE LESSONS! 'CAUSE THE BADGE I'M GOING FOR--
--IS MY LIFE!
EVENTUALLY...
ALL SET! NOW I JUST HAVE TO LURE VENOM HERE! BUT HOW?
IN THE PAST, HE USUALLY FOUND ME! AND-- WAITAMINIT! "USUALLY"?
HE...
...ALWAYS...
...FOUND ME!

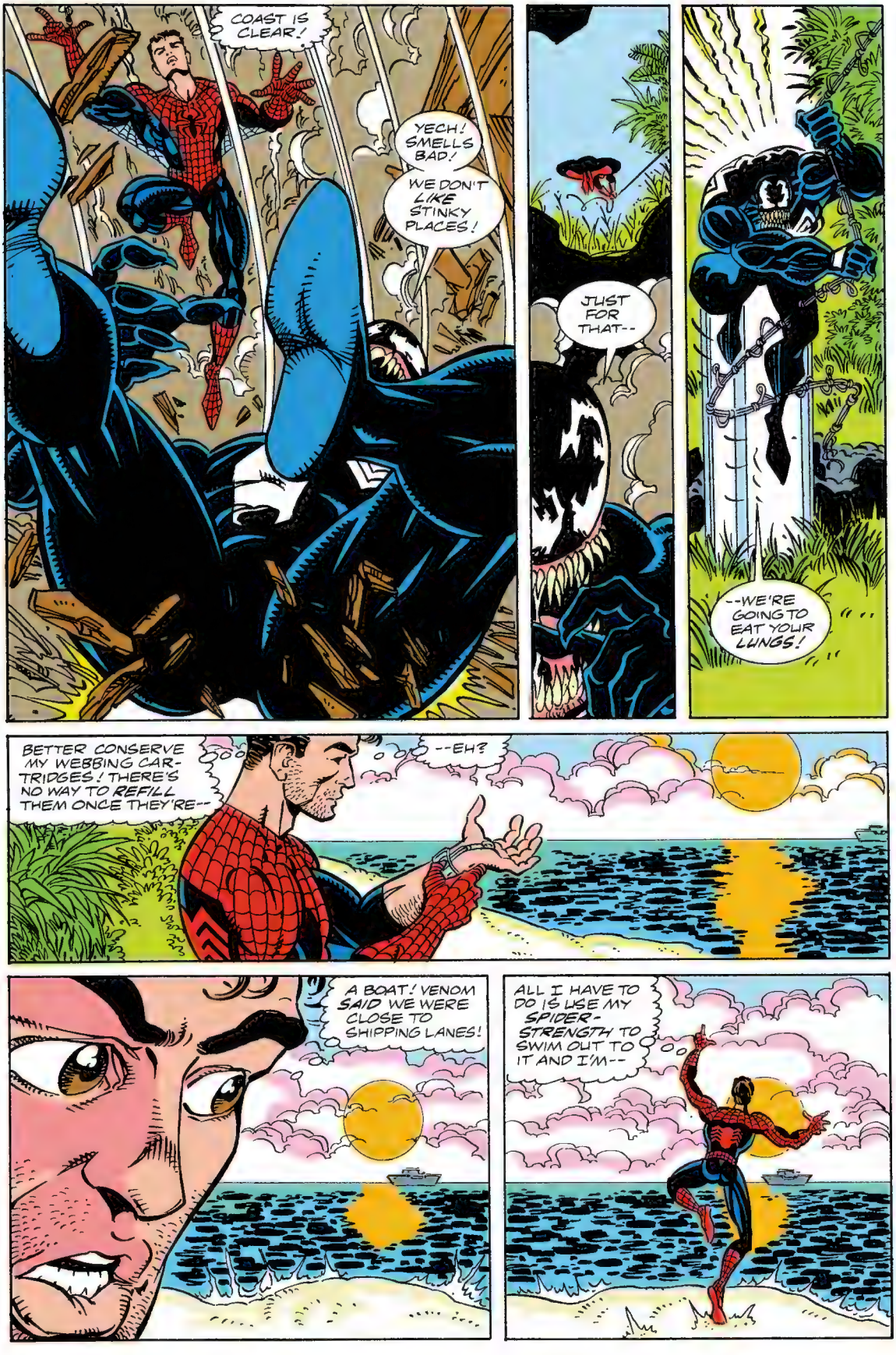

BROOCH
DOESN'T TRIGGER MY SPIDER-SENSE!
BLENDS IN ANYWHERE!
I DON'T STAND A CHANCE!
YES, I DO!
BUT I HAVE TO MAKE THAT CHANCE!
KEEP HIM FOLLOWING ON THE GROUND!
HE'S NOT AS NIMBLE AS I AM!
HE WON'T JUMP THAT INNOCENT MOUND OF "DIRT"--
--HE'LL STEP RIGHT ON TOP OF IT!
SNAP
THONG
?!?

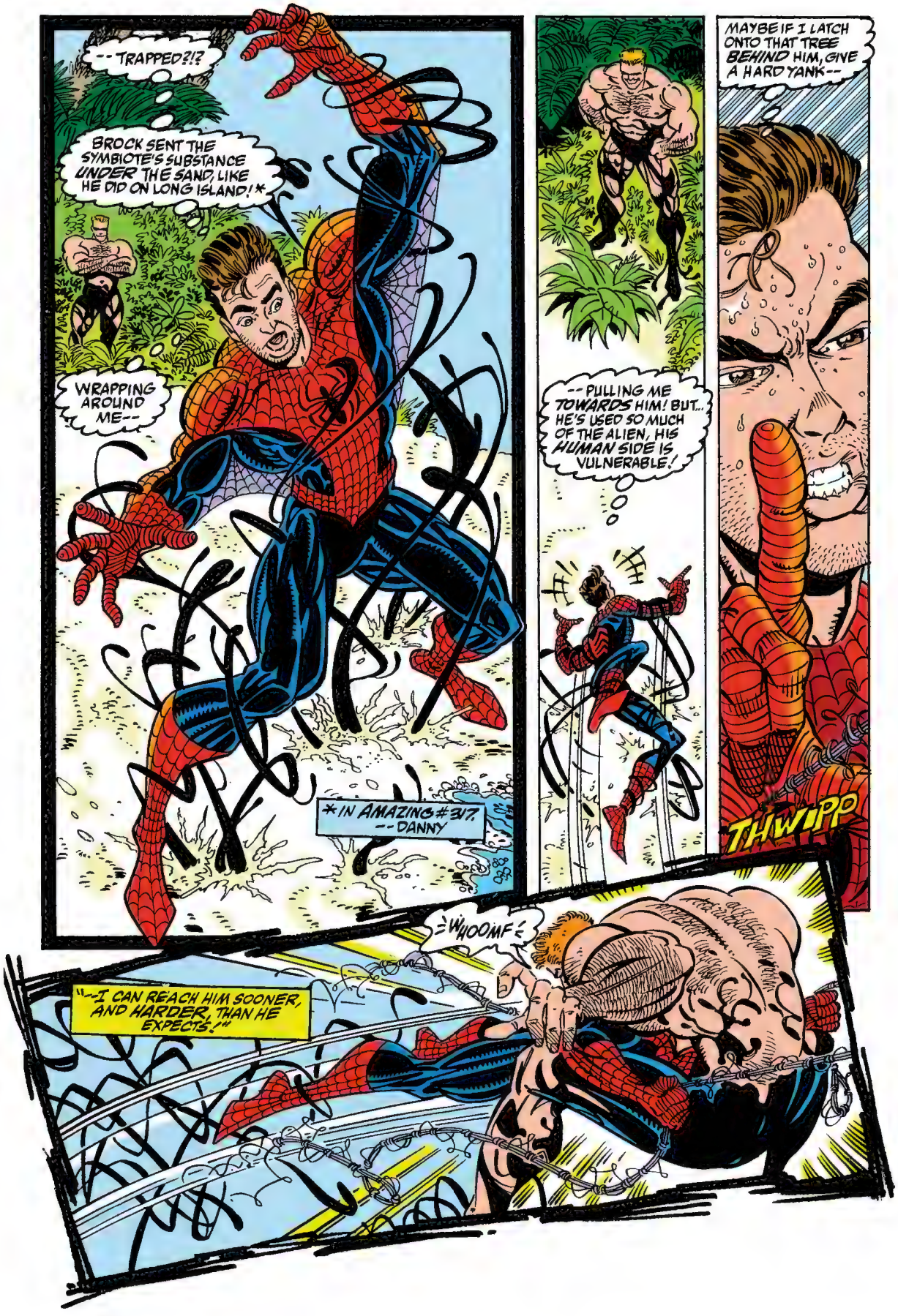
WHICH WILL GIVE ME A CHANCE TO SHOW HIM--
CHRAK
--THE DOOR!
PRATSH
PLIP
NUTS.
MY TURN!
NOT IF I CAN--
OUCH!
--HELP IT!

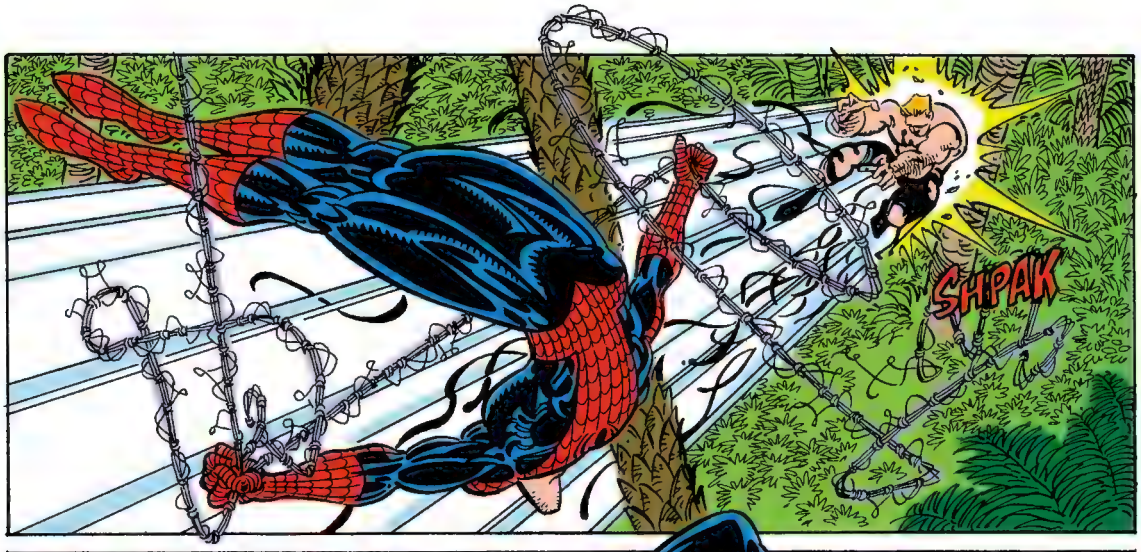

OOO, RUNNING IN TERROR!
NICE STRATEGY!
MOVING TARGETS ARE FUN!
SSSWISH
EEP! BARELY TWISTED OUT OF THE WAY! LOST HOLD OF MY WEBLINE! GOT TO--
--HUH? TRUCK FALLING INTO THE GROUND?!
AND IT'S NOT THE ONLY ONE!
THIS ISN'T A HOLE--IT'S THAT ABANDONED MINE!
K-KOFF!
GHAK!
NOW I KNOW WHAT CAUSED THE DISASTER VENOM TALKED ABOUT!

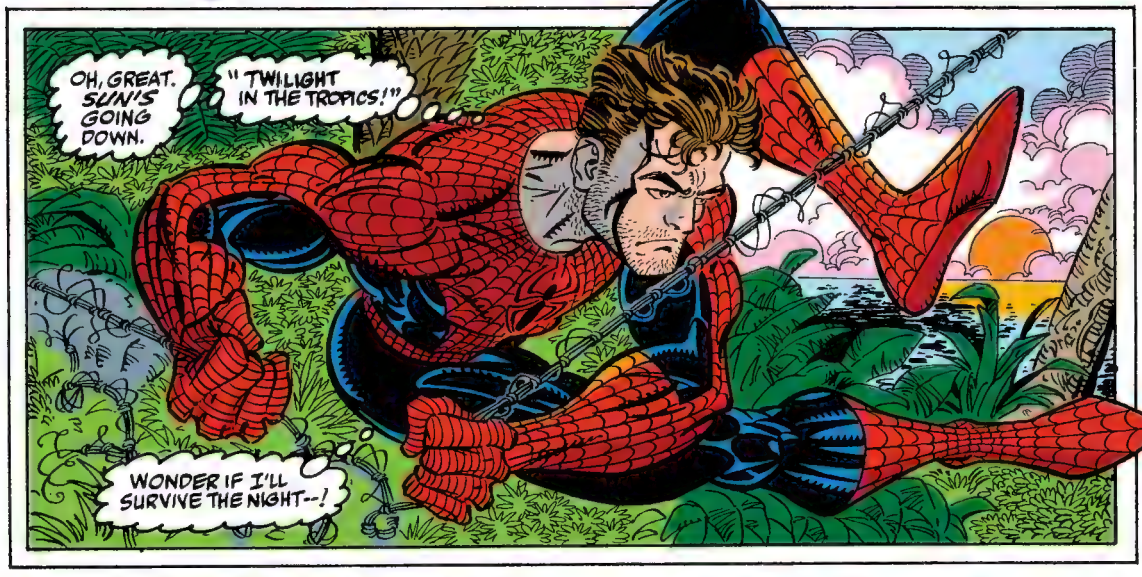

GAS! THIS PLACE IS FULL OF IT!
MUST HAVE EXPLODED, S-STARTED A CAVE-IN! HAVE TO GET OUT OF HERE, OR I'M--
--DEAD!
ANOTHER INTER-LUDE: NEW YORK.
KLAK
CAT
B. KLIBAN
CHRIS VITO
MEOW!
STILL NOT HOME!
LET'S HUSTLE IT, HUH, BABE? WE'LL BE LATE FOR THE CONCERT!
I, UM, I'M NOT FEELING SO HOT, FLASH. MAYBE YOU SHOULD GO ON.
C'MON, FELICIA, IT TOOK ME WEEKS TO GET THESE HYPNO-LOVEWHEEL TICKETS!
I DIDN'T SUFFER ALL THAT HASSLE JUST TO GO STAG!
THEN DON'T GO AT ALL, BLAST IT!

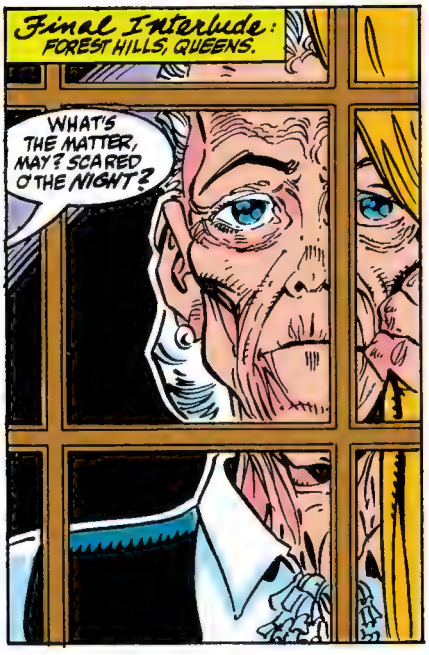

OHHH... FLASH DIDN'T DESERVE THAT! I'M JUST WORRIED ABOUT PETER TRYING TO SURVIVE VENOM! WITHOUT MY BLACK CAT POWERS--
--THERE ISN'T A BLOODY THING I CAN DO TO HELP HIM!
GUESS I STILL HAVE FEELINGS FOR HIM, EVEN THOUGH MY MAIN AFFECTIONS BELONG TO--
--FLASH? YEAH. THEY DO!
HOLD UP, CHAMP! I'VE CHANGED MY MIND!
ALL RIGHT!
SORRY, SPIDER. I HAVE A LIFE TO LEAD. I GUESS... YOU'RE ON YOUR OWN.
I'M ON MY OWN!
GOT TO GET MYSELF OUT OF THIS! SNAG THOSE ROTTED CEILING SUPPORTS, AND INVITE VENOM--
THWIP
--TO COME ON DOWN!
KRRRRRIK

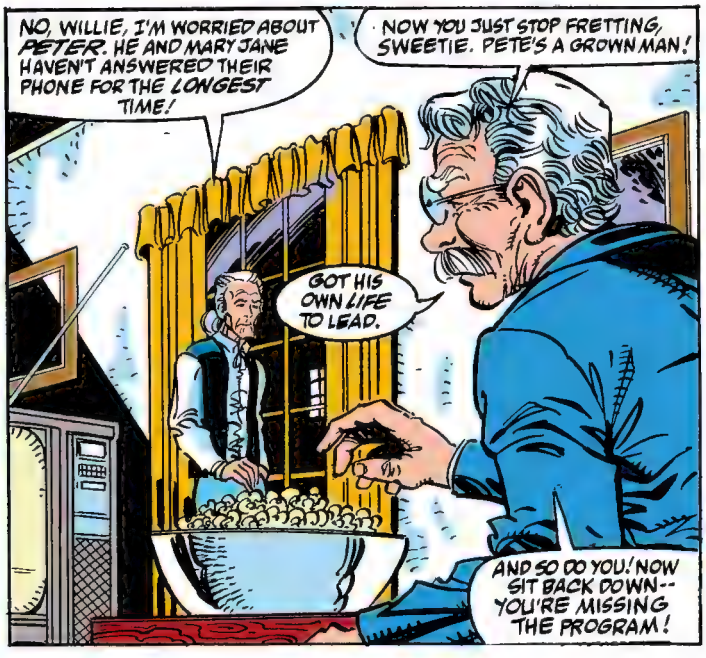

COAST IS CLEAR!
YECH! SMELLS BAD!
WE DON'T LIKE STINKY PLACES!
JUST FOR THAT--
--WE'RE GOING TO EAT YOUR LUNGS!
BETTER CONSERVE MY WEBBING CARTRIDGES! THERE'S NO WAY TO REFILL THEM ONCE THEY'RE--
--EH?
A BOAT! VENOM SAID WE WERE CLOSE TO SHIPPING LANES!
ALL I HAVE TO DO IS USE MY SPIDER-STRENGTH TO SWIM OUT TO IT AND I'M--

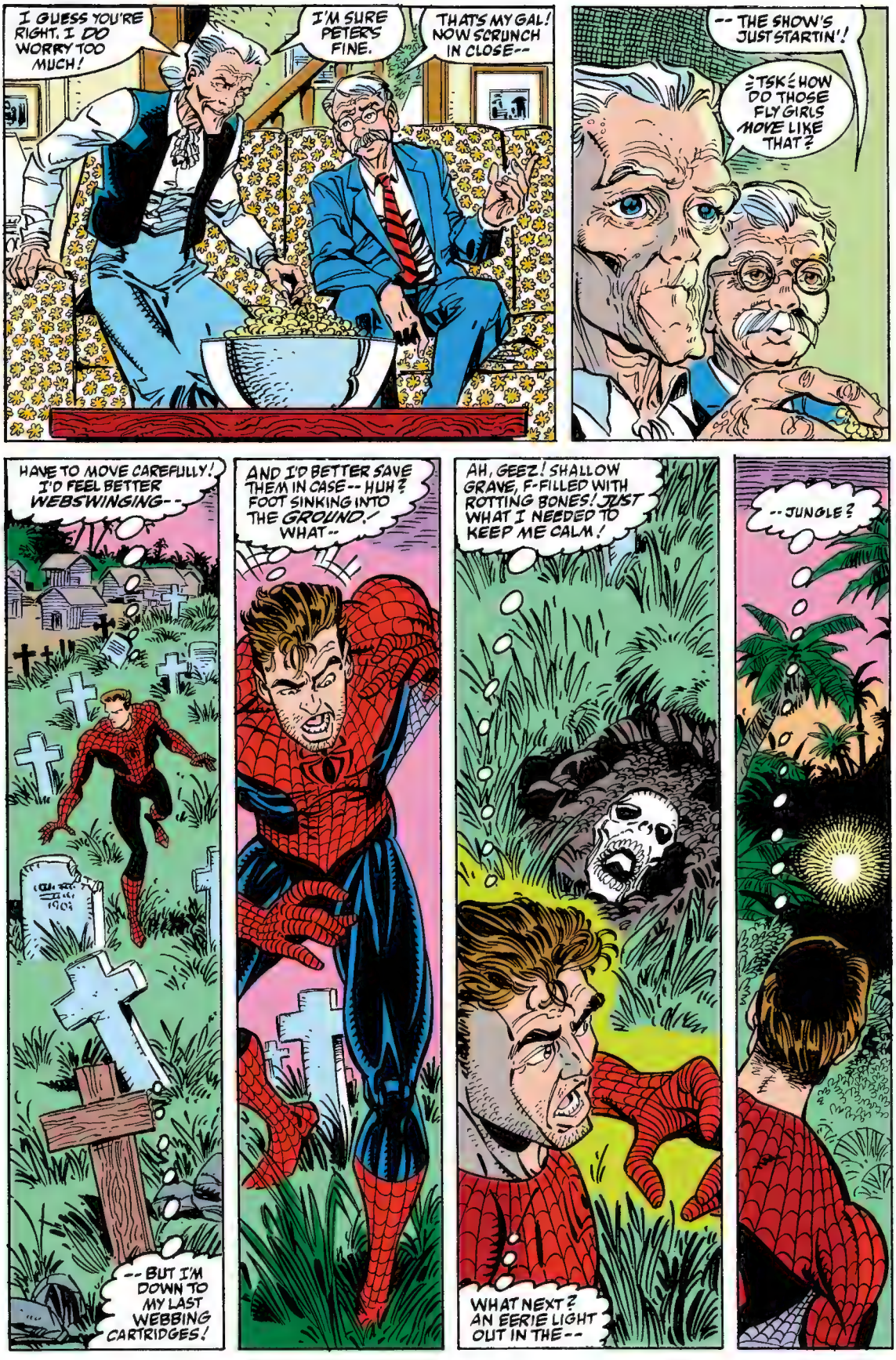

-- TRAPPED?!?
BROCK SENT THE SYMBIOTE'S SUBSTANCE UNDER THE SAND, LIKE HE DID ON LONG ISLAND!*
WRAPPING AROUND ME--
*IN AMAZING #317. -- DANNY
-- PULLING ME TOWARDS HIM! BUT... HE'S USED SO MUCH OF THE ALIEN, HIS HUMAN SIDE IS VULNERABLE!
MAYBE IF I LATCH ONTO THAT TREE BEHIND HIM, GIVE A HARD YANK--
THWIPP
WHOOMF!
"--I CAN REACH HIM SOONER, AND HARDER, THAN HE EXPECTS!"

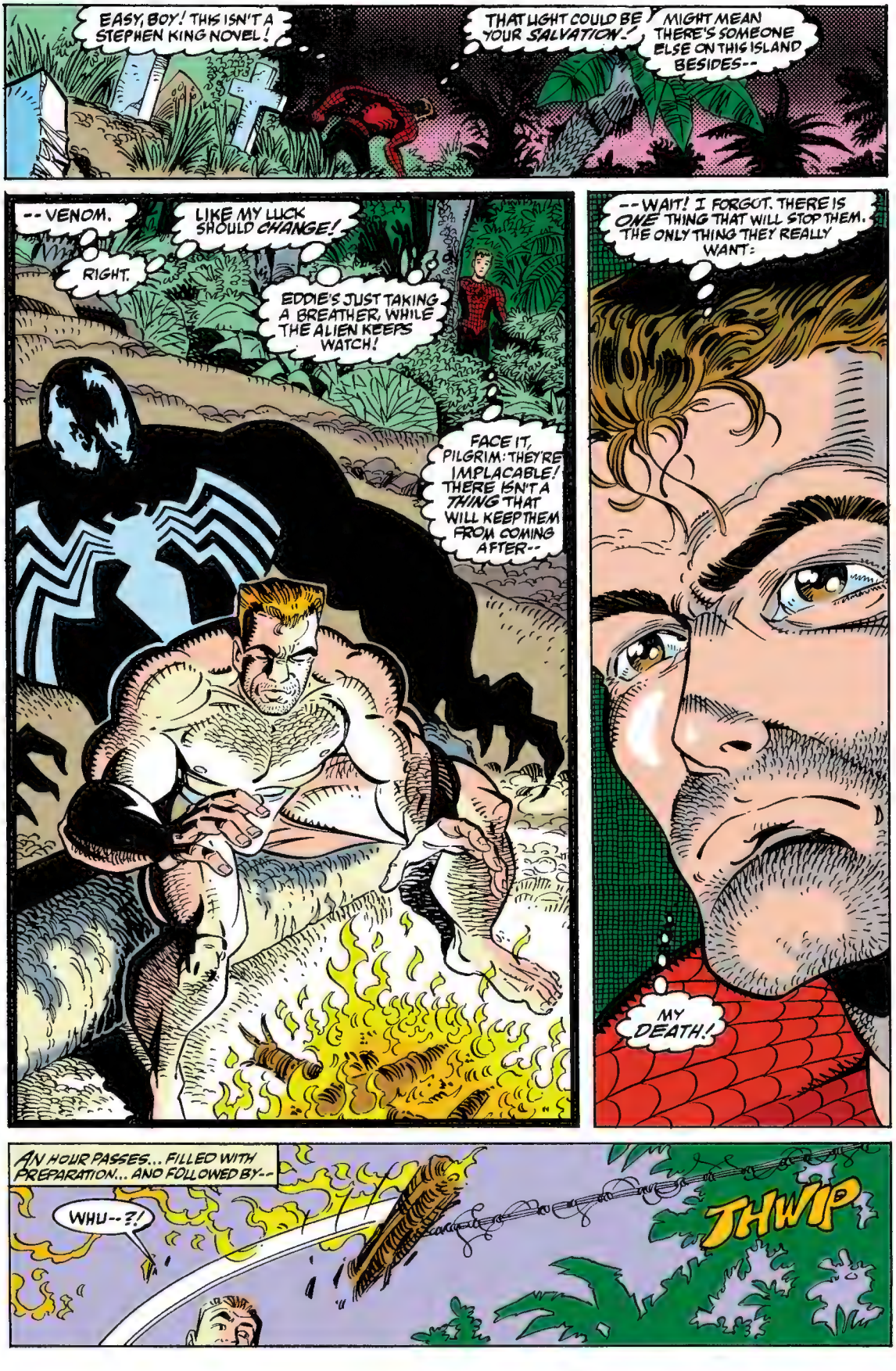

SHPAK

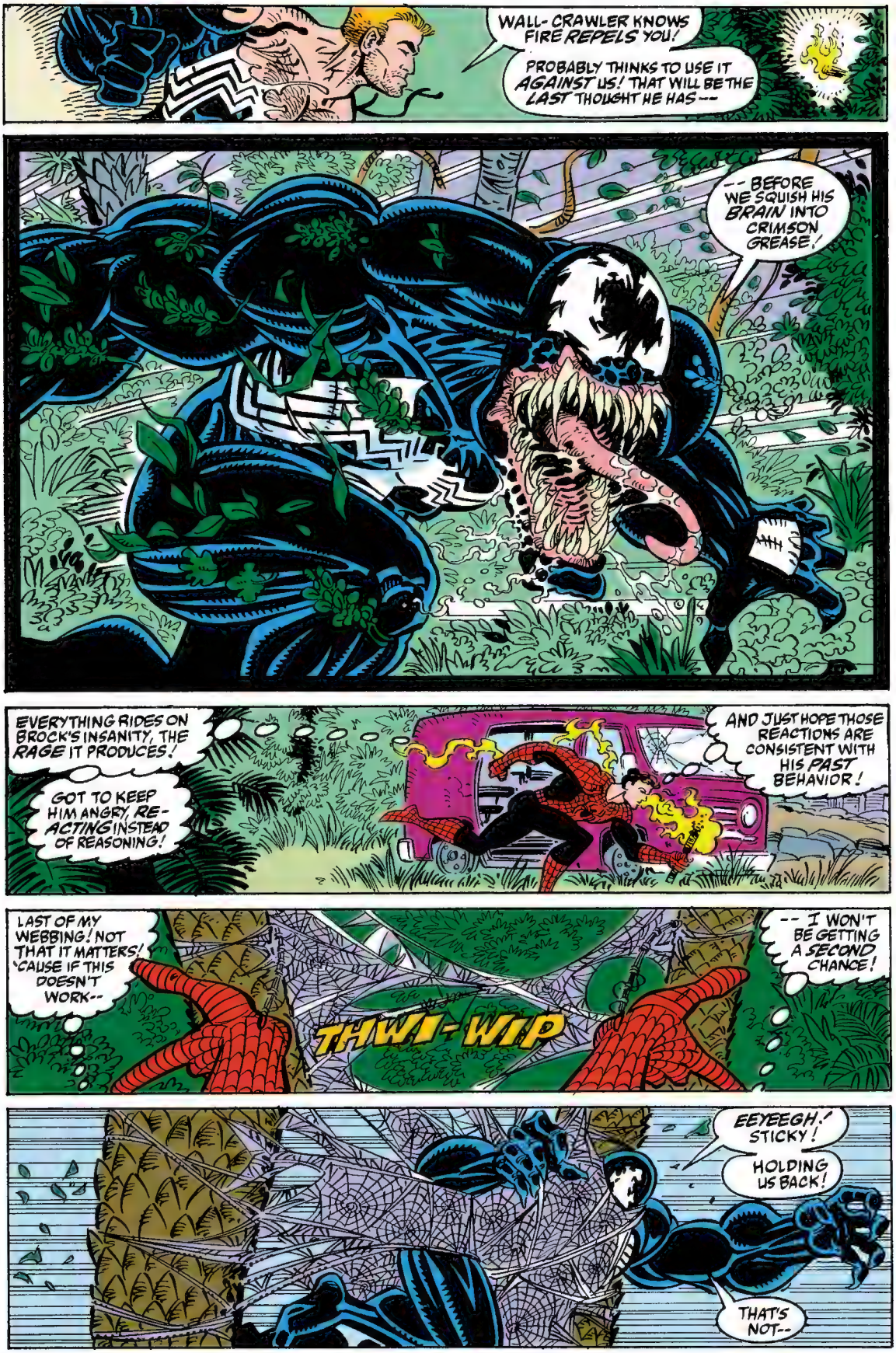

OH, GREAT. SUN'S GOING DOWN.
"TWILIGHT IN THE TROPICS!"
WONDER IF I'LL SURVIVE THE NIGHT--!


Final Interlude: FOREST HILLS, QUEENS.
WHAT'S THE MATTER, MAY? SCARED O' THE NIGHT?

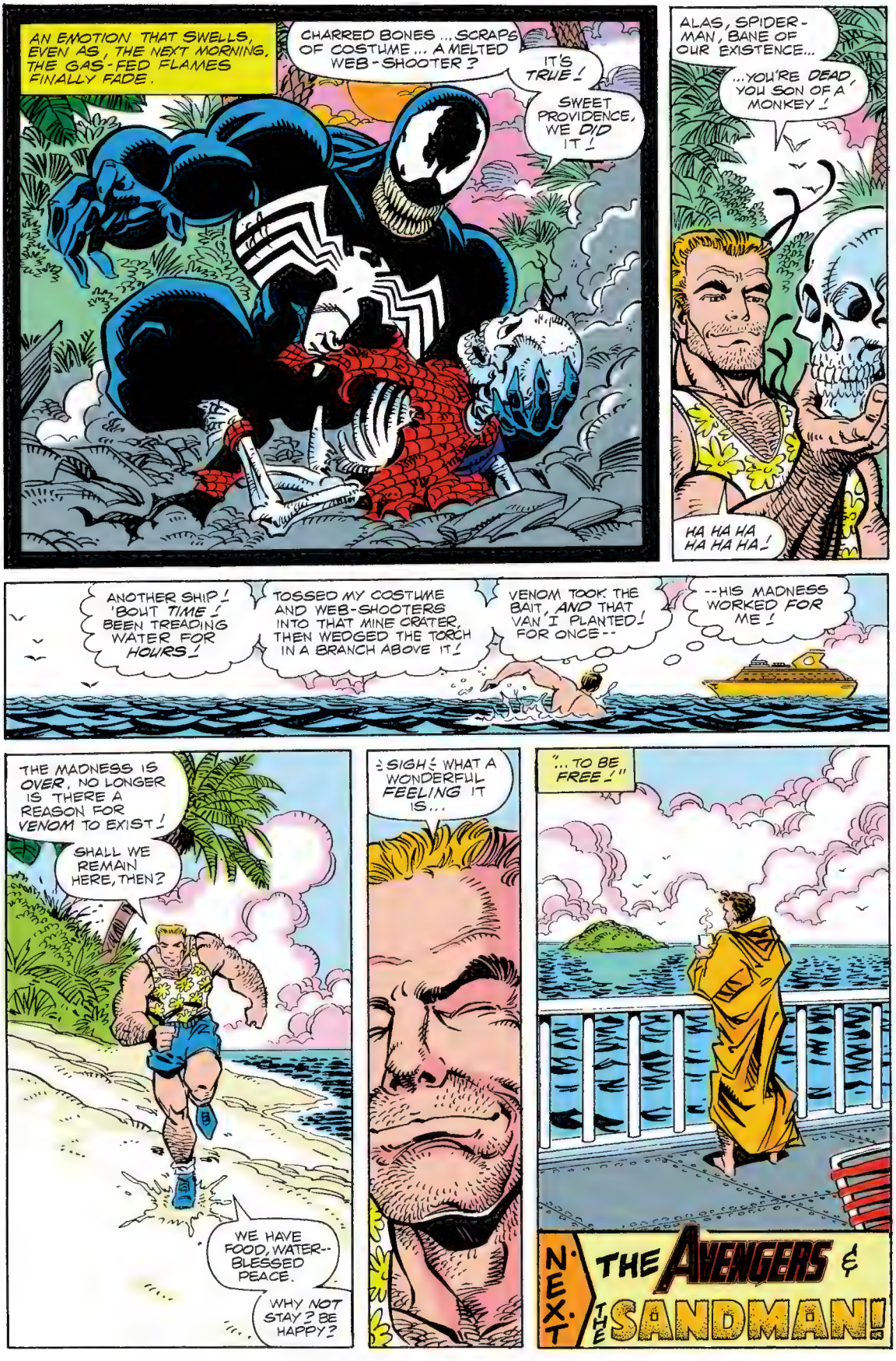

NO, WILLIE, I'M WORRIED ABOUT PETER. HE AND MARY JANE HAVEN'T ANSWERED THEIR PHONE FOR THE LONGEST TIME!
NOW YOU JUST STOP FRETTING, SWEETIE. PETE'S A GROWN MAN!
GOT HIS OWN LIFE TO LEAD.
AND SO DO YOU! NOW SIT BACK DOWN-- YOU'RE MISSING THE PROGRAM!


I GUESS YOU'RE RIGHT. I DO WORRY TOO MUCH!
I'M SURE PETER'S FINE.
THAT'S MY GAL! NOW SCRUNCH IN CLOSE--
-- THE SHOW'S JUST STARTIN'!
=TSK= HOW DO THOSE FLY GIRLS MOVE LIKE THAT?
HAVE TO MOVE CAREFULLY! I'D FEEL BETTER WEBSWINGING--
-- BUT I'M DOWN TO MY LAST WEBBING CARTRIDGES!
AND I'D BETTER SAVE THEM IN CASE-- HUH? FOOT SINKING INTO THE GROUND! WHAT--
AH, GEEZ! SHALLOW GRAVE, F-FILLED WITH ROTTING BONES! JUST WHAT I NEEDED TO KEEP ME CALM!
WHAT NEXT? AN EERIE LIGHT OUT IN THE--
-- JUNGLE?

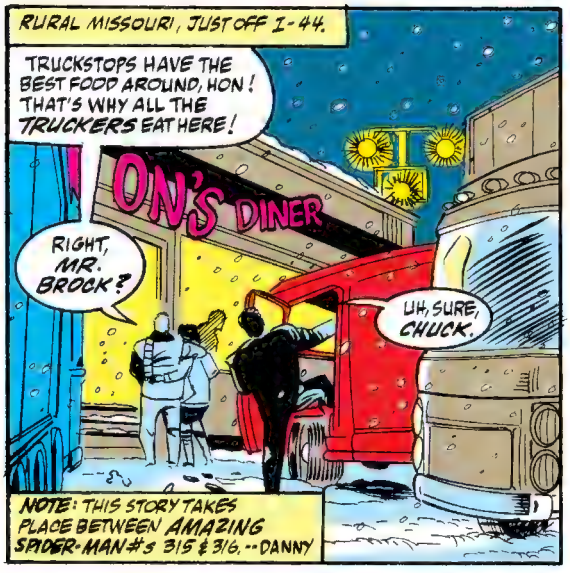

EASY, BOY! THIS ISN'T A STEPHEN KING NOVEL!
THAT LIGHT COULD BE YOUR SALVATION--!
MIGHT MEAN THERE'S SOMEONE ELSE ON THIS ISLAND BESIDES--
--VENOM.
RIGHT.
LIKE MY LUCK SHOULD CHANGE!
EDDIE'S JUST TAKING A BREATHER, WHILE THE ALIEN KEEPS WATCH!
FACE IT, PILGRIM: THEY'RE IMPLACABLE! THERE ISN'T A THING THAT WILL KEEP THEM FROM COMING AFTER--
--WAIT! I FORGOT. THERE IS ONE THING THAT WILL STOP THEM. THE ONLY THING THEY REALLY WANT:
MY DEATH!
AN HOUR PASSES... FILLED WITH PREPARATION... AND FOLLOWED BY--
WHU--?!
THWIP

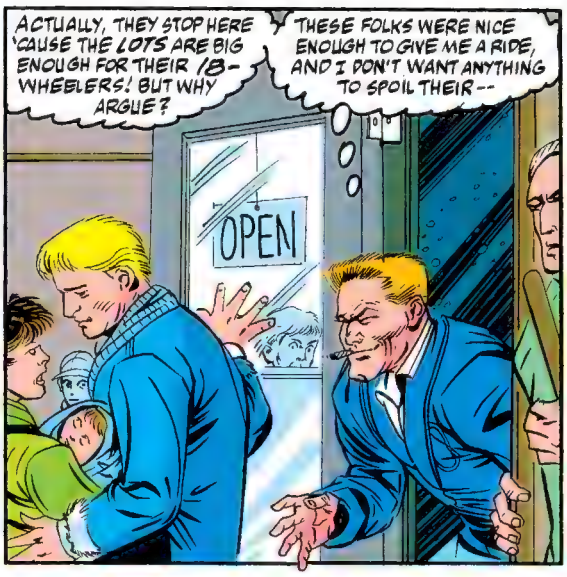

WALL-CRAWLER KNOWS FIRE REPELS YOU!
PROBABLY THINKS TO USE IT AGAINST US! THAT WILL BE THE LAST THOUGHT HE HAS--
--BEFORE WE SQUISH HIS BRAIN INTO CRIMSON GREASE!
EVERYTHING RIDES ON BROCK'S INSANITY, THE RAGE IT PRODUCES!
GOT TO KEEP HIM ANGRY, RE-ACTING INSTEAD OF REASONING!
AND JUST HOPE THOSE REACTIONS ARE CONSISTENT WITH HIS PAST BEHAVIOR!
LAST OF MY WEBBING! NOT THAT IT MATTERS! 'CAUSE IF THIS DOESN'T WORK--
THWI-WIP
--I WON'T BE GETTING A SECOND CHANCE!
EEYEEGH! STICKY!
HOLDING US BACK!
THAT'S NOT--

SHRIPT
--NICE!
BUT WE DON'T HAVE TO REACH YOU TO SMASH YOU!
WE CAN STILL SEE THE LIGHT FROM YOUR TORCH!
TARGET ENOUGH TO SEND THIS RUSTING VAN--
--DEAD ON! WE HIT HIM!
TORCH... FALLING TO THE GROUND!
FALLING... UNDER THE GROUND?
PABWABOOM
?!?
AHHH, YES!
THE MINE!
THE GAS!
THE... TORCH!
HIS GRIN IS GHASTLY, MADE ALL THE MORE SO BY A THICK DROOL OF SATISFACTION.

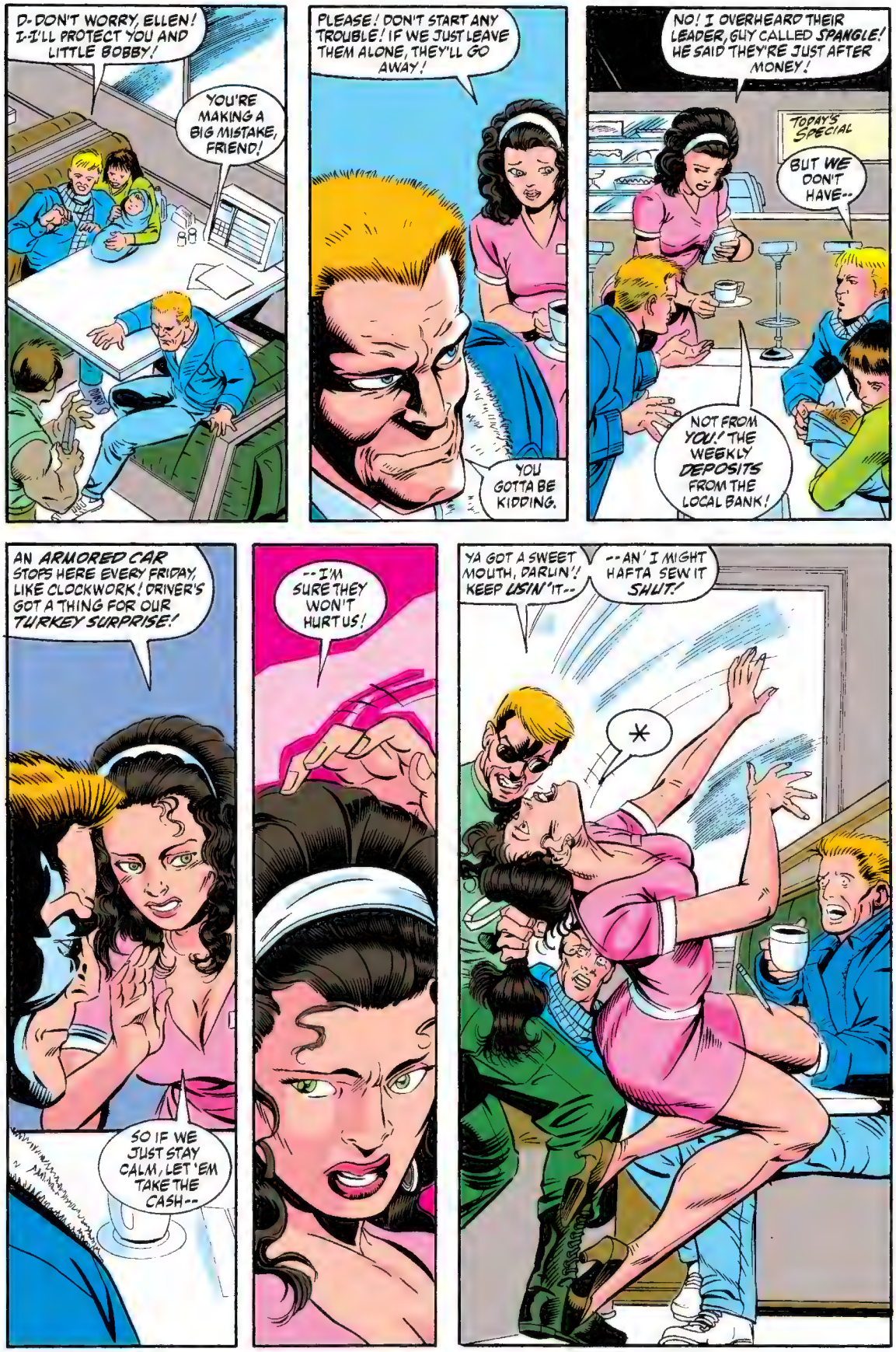

AN EMOTION THAT SWELLS, EVEN AS, THE NEXT MORNING, THE GAS-FED FLAMES FINALLY FADE.
CHARRED BONES ... SCRAPS OF COSTUME ... A MELTED WEB-SHOOTER?
IT'S TRUE!
SWEET PROVIDENCE, WE DID IT!
ALAS, SPIDER-MAN, BANE OF OUR EXISTENCE...
...YOU'RE DEAD, YOU SON OF A MONKEY!
HA HA HA HA HA HA!
ANOTHER SHIP! 'BOUT TIME! BEEN TREADING WATER FOR HOURS!
TOSSED MY COSTUME AND WEB-SHOOTERS INTO THAT MINE CRATER, THEN WEDGED THE TORCH IN A BRANCH ABOVE IT!
VENOM TOOK THE BAIT, AND THAT VAN I PLANTED! FOR ONCE--
--HIS MADNESS WORKED FOR ME!
THE MADNESS IS OVER, NO LONGER IS THERE A REASON FOR VENOM TO EXIST!
SHALL WE REMAIN HERE, THEN?
WE HAVE FOOD, WATER--BLESSED PEACE.
WHY NOT STAY? BE HAPPY?
SIGH: WHAT A WONDERFUL FEELING IT IS...
"... TO BE FREE!"
NEXT THE AVENGERS & THE SANDMAN!

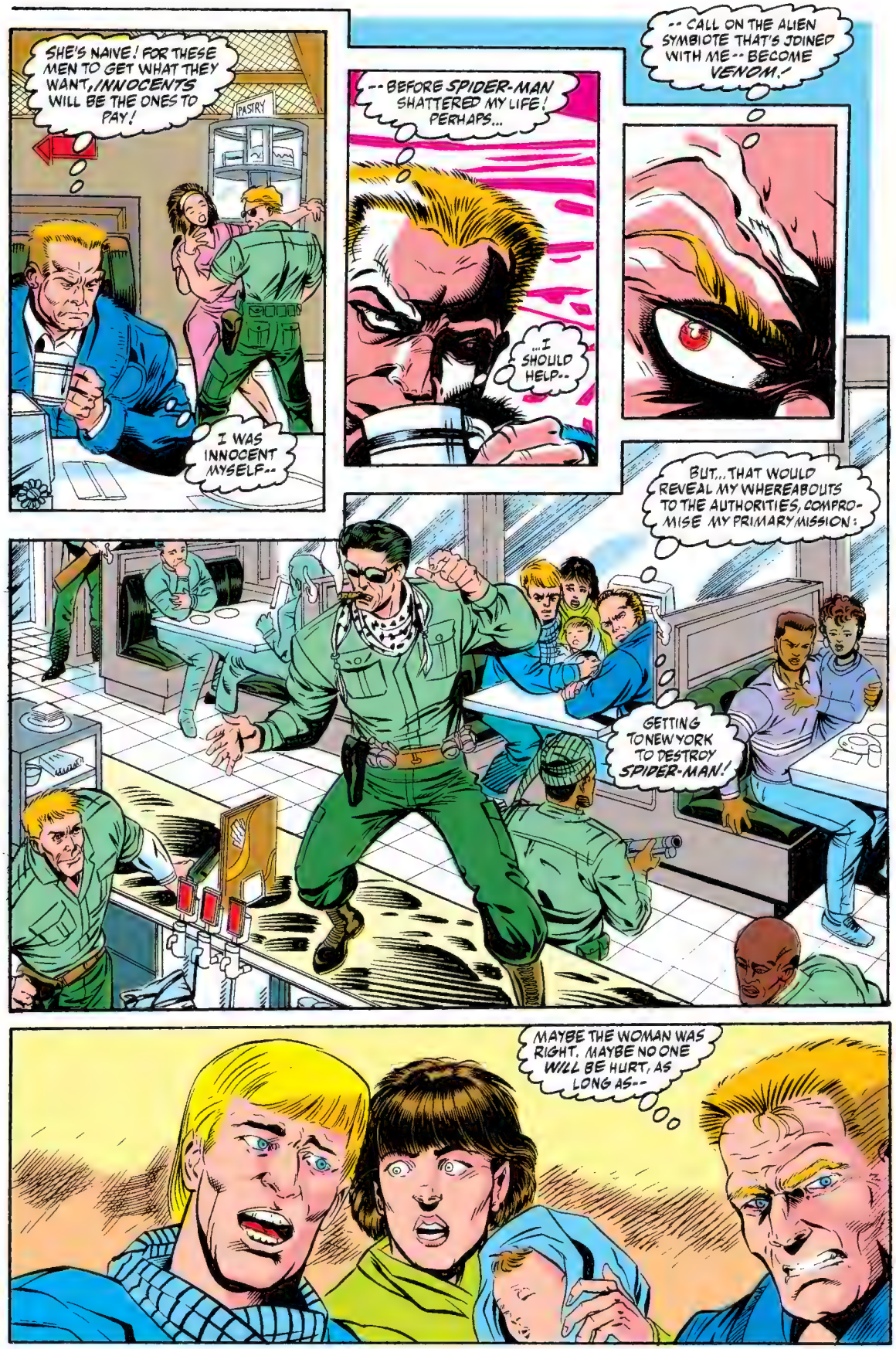
THE 1991 *SPIDER-MAN* ANNUALS FEATURED TWO SHORT VENOM STORIES. *AMAZING SPIDER-MAN ANNUAL #25* CONTAINED AN ALL-NEW STORY SET IN THE PAST, WHILE *WEB OF SPIDER-MAN ANNUAL #7* RECAPPED VENOM'S ORIGIN.


RURAL MISSOURI, JUST OFF I-44.
TRUCKSTOPS HAVE THE BEST FOOD AROUND, HON! THAT'S WHY ALL THE TRUCKERS EAT HERE!
ON'S DINER
RIGHT, MR. BROCK?
UH, SURE, CHUCK.
NOTE: THIS STORY TAKES PLACE BETWEEN AMAZING SPIDER-MAN #s 315 & 316. --DANNY


ACTUALLY, THEY STOP HERE 'CAUSE THE LOTS ARE BIG ENOUGH FOR THEIR 18-WHEELERS! BUT WHY ARGUE?
THESE FOLKS WERE NICE ENOUGH TO GIVE ME A RIDE, AND I DON'T WANT ANYTHING TO SPOIL THEIR--
OPEN

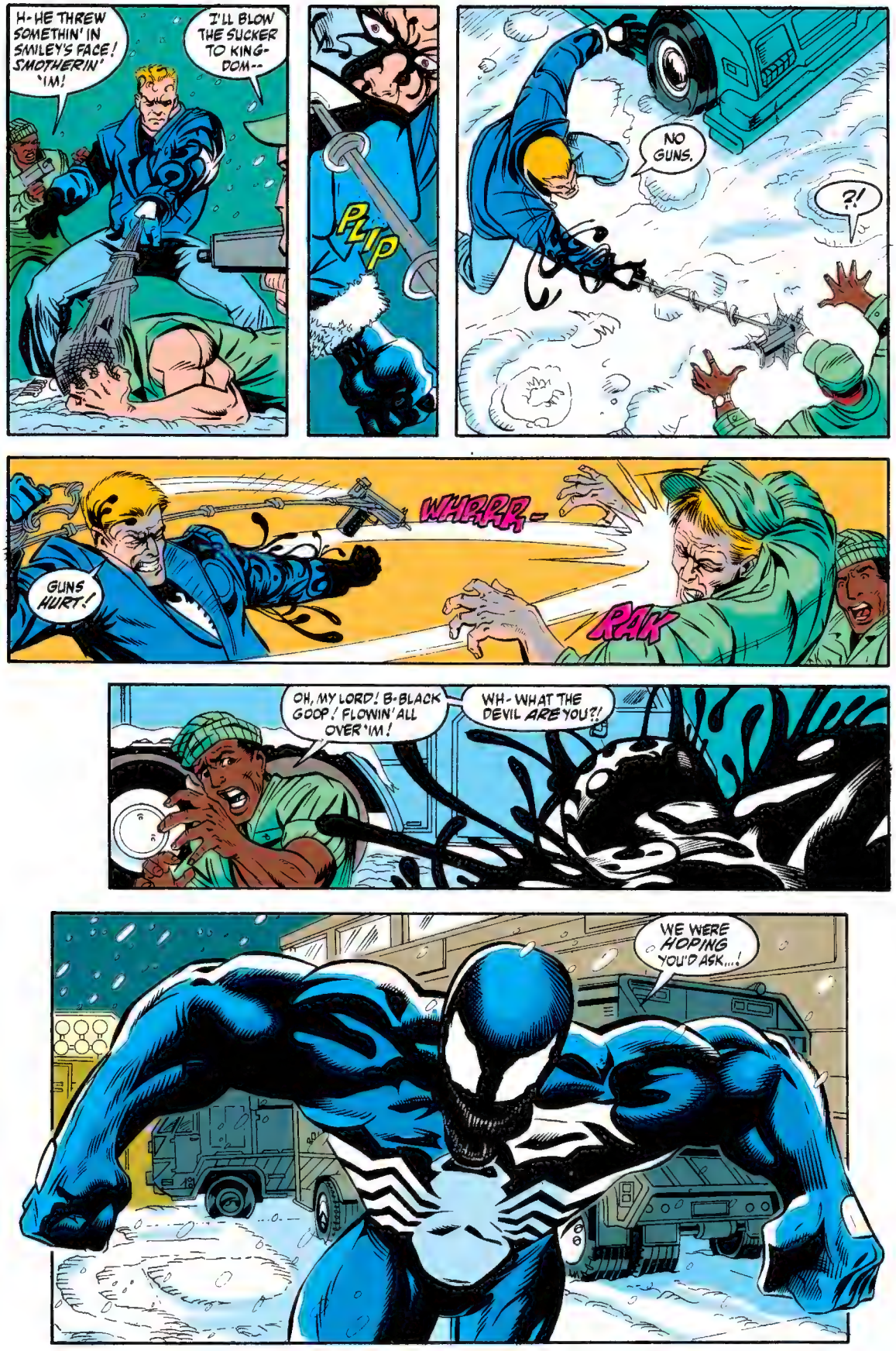
Stan Lee PRESENTS
VENOM IN THE TRUCKSTOP of DOOM!
PAT 'EM DOWN, JAKE! THEY MAKE ONE STUPID MOVE--
--KILL 'EM ALL!
DONUT JOY 50
SORRY NO MOUNTAIN OYSTERS!
WHAT TH--?
DAVID MICHELINIE WRITER
PARIS CULLINS PENCILER
BUD LAROSA INKER
PARKER LETTERER
TINSLEY COLORIST
DANNY FINGEROTH EDITOR
TOM DEFALCO EDITOR IN CHIEF

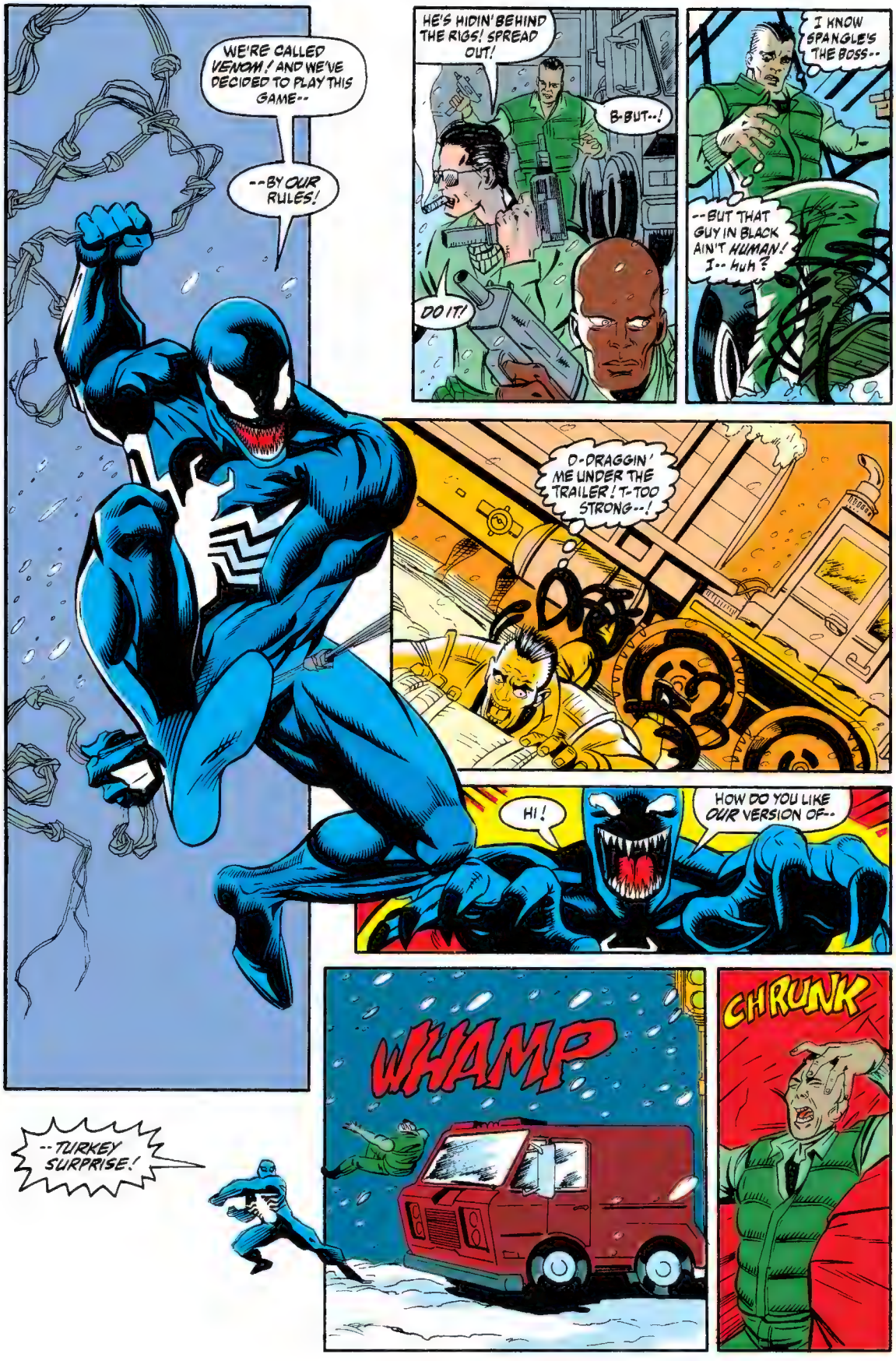

D-DON'T WORRY, ELLEN! I-I'LL PROTECT YOU AND LITTLE BOBBY!
YOU'RE MAKING A BIG MISTAKE, FRIEND!
PLEASE! DON'T START ANY TROUBLE! IF WE JUST LEAVE THEM ALONE, THEY'LL GO AWAY!
YOU GOTTA BE KIDDING.
NO! I OVERHEARD THEIR LEADER, GUY CALLED SPANGLE! HE SAID THEY'RE JUST AFTER MONEY!
TODAY'S SPECIAL
BUT WE DON'T HAVE--
NOT FROM YOU! THE WEEKLY DEPOSITS FROM THE LOCAL BANK!
AN ARMORED CAR STOPS HERE EVERY FRIDAY, LIKE CLOCKWORK! DRIVER'S GOT A THING FOR OUR TURKEY SURPRISE!
SO IF WE JUST STAY CALM, LET 'EM TAKE THE CASH--
--I'M SURE THEY WON'T HURT US!
YA GOT A SWEET MOUTH, DARLIN'! KEEP USIN' IT--
--AN' I MIGHT HAFTA SEW IT SHUT!
*


SHE'S NAIVE! FOR THESE MEN TO GET WHAT THEY WANT, INNOCENTS WILL BE THE ONES TO PAY!
PASTRY
I WAS INNOCENT MYSELF--
--BEFORE SPIDER-MAN SHATTERED MY LIFE! PERHAPS...
...I SHOULD HELP--
-- CALL ON THE ALIEN SYMBIOTE THAT'S JOINED WITH ME -- BECOME VENOM!
BUT... THAT WOULD REVEAL MY WHEREABOUTS TO THE AUTHORITIES, COMPROMISE MY PRIMARY MISSION:
GETTING TO NEW YORK TO DESTROY SPIDER-MAN!
MAYBE THE WOMAN WAS RIGHT. MAYBE NO ONE WILL BE HURT, AS LONG AS--

PUNY LITTLE RUNT, AIN'T HE? PROB'LY GROW UP TA BE A COP!
DON'T TOUCH HIM, YOU SLIMY--
BAD MOVE.
AAGH!
NO!
BLAM
EASY, EDDIE! KEEP CONTROL!
HEY, SMILEY! THIS GUY'S GOT BLACK STUFF ALL OVER HIS FACE!
WHATSA MATTER, PAL?
YER MASCARA RUNNIN'?
WOULD YOU CARE TO STEP OUTSIDE... AND REPEAT THAT?
HEY, SPANGLE! WE GOT OURSELVES A HERO!
PABLO'S WATCHIN' THE CITIZENS!
LET'S HAVE US SOME LAUGHS!
RON'S DINER
RON'S DINER

DINER
OPEN 24 HRS.
OKAY, SMILEY, YOU PEGGED 'IM--
MACK
--YOU POUND 'IM!
JUS' CALL ME "MR. SLEDGE!" HEH-HEH--
--HEY! HE WASN'T WEARIN' GLOVES BEFORE!
THNT
KLISH
M-MY WRIST! MY-- EEEAAAGGH!
KRAK
hmngf?!
MRG-GRG!
PLIP

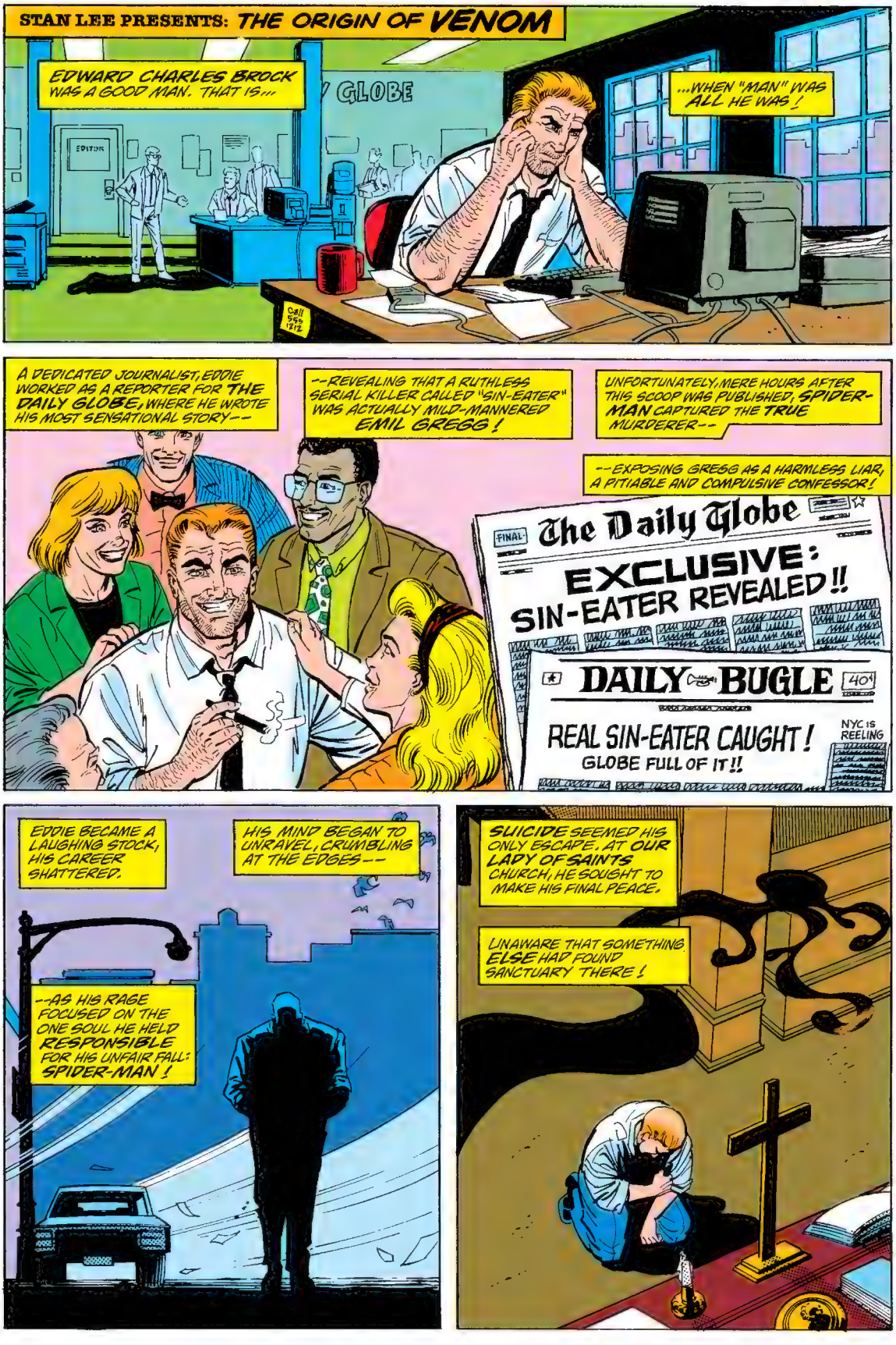

H-HE THREW SOMETHIN' IN SMILEY'S FACE! SMOTHERIN' 'IM!
I'LL BLOW THE SUCKER TO KING-DOM--
PLIP
NO GUNS.
?!
GUNS HURT!
WHAPPP-
RAK
OH, MY LORD! B-BLACK GOOP! FLOWIN' ALL OVER 'IM!
WH-WHAT THE DEVIL ARE YOU?!
WE WERE HOPING YOU'D ASK...!


WE'RE CALLED VENOM! AND WE'VE DECIDED TO PLAY THIS GAME--
--BY OUR RULES!
HE'S HIDIN' BEHIND THE RIGS! SPREAD OUT!
B-BUT--!
DO IT!
I KNOW SPANGLE'S THE BOSS--
--BUT THAT GUY IN BLACK AIN'T HUMAN! I-- HUH?
D-DRAGGIN' ME UNDER THE TRAILER! T-TOO STRONG--!
HI!
HOW DO YOU LIKE OUR VERSION OF--
--TURKEY SURPRISE!
WHAMP
CHRUNK

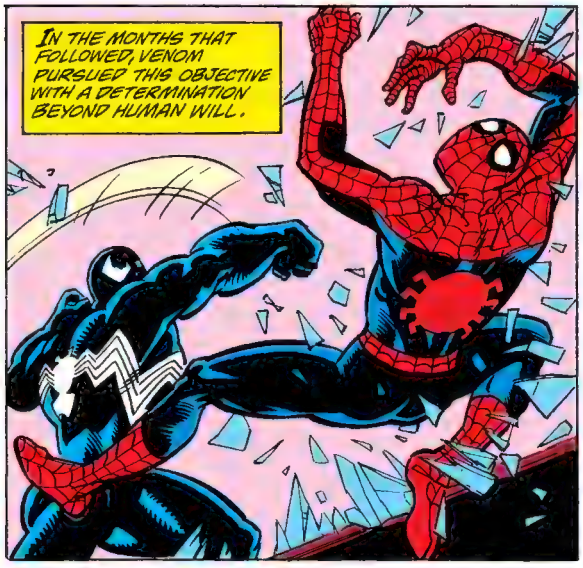
NEARBY.
MAYBE SPLITTIN' UP WASN'T SUCH A HOT IDEA! THAT BIG GUY'S WEIRD!
HE COULD BE--
--ANYWHERE?
YOU LIKE TRUCKS?
GOOOOOD!
BECAUSE WE'VE GOT A PRESENT FOR YOU!
OH
NO
SMUSH
HIGH GROUND! ALWAYS A GOOD MOVE! BE ABLE TO SPOT 'IM EASY FROM HERE! ONLY...
... WHERE ARE THE OTHER GUYS?

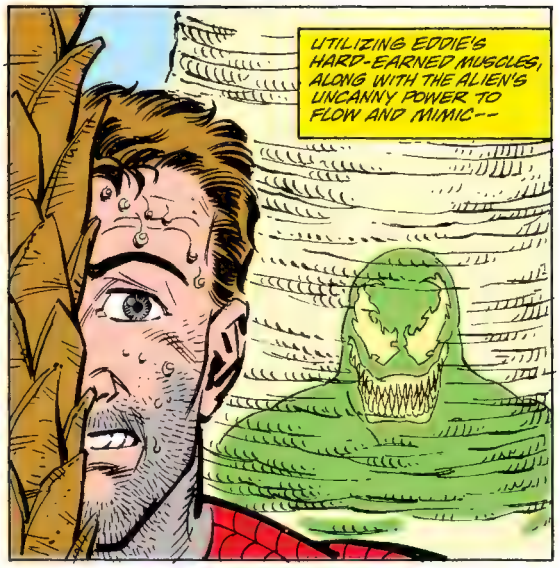
MAYBE THEY-- WAITASEC!
WHY'S THE LIGHT GETTIN'--
"--BRIGHTER?"
GOTTA JUMP CLEAR! ROLL FREE!
KRRUNP
EXXON
COME UP SHOOTIN' BEFORE--
YAAAAAH!
KRUNCH
KRUNCH
AWW, DID WE BREAK BOTH OF THEM? TSK AT LEAST LET US GIVE YOUR CIGAR BACK-- OOP!
SMOKING IS BAD FOR YOUR HEALTH!
WE'LL JUST LEAVE IT HERE.
B-BUT... THE GASOLINE--!
NO NEED TO THANK US!
YOUR SMILING FACE IS REWARD ENOUGH!
NO TIME... TO RUN! BUT--
AAAGH! THE PAIN--!
M-MY ARMS! CA... C-CAN'T REACH...
FWOOMB
STRANGERS IN THE NIIIGHT

WHAT THE--?!
FHFFFFFF--
SSHHHOMP
YOU?! B-BUT, HOW--?
THEY GOT CARELESS.
I'M SORRY THIS HAPPENED, CHUCK.
I'M NO DOCTOR, BUT I KNOW A BIT ABOUT SURVIVAL.
FOR WHAT IT'S WORTH, I THINK YOU'LL PULL THROUGH.
BUT I HAVE TO GO. I'VE GOT SOMETHING TO DO, AND I CAN'T HANG AROUND TO ANSWER QUESTIONS. YOU'RE A GOOD MAN, CHUCK.
PROTECTING INNOCENCE IS THE HIGHEST OF GOALS. PROTECTING IT, YES...
SMEK
" ... AND AVENGING ITS LOSS!"
END.

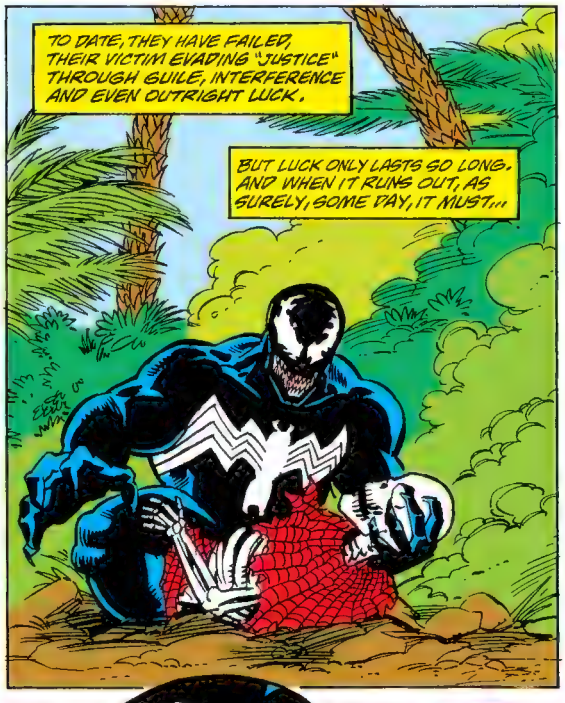

STAN LEE PRESENTS: THE ORIGIN OF VENOM
EDWARD CHARLES BROCK WAS A GOOD MAN. THAT IS...
...WHEN "MAN" WAS ALL HE WAS!
GLOBE
EDITOR
A DEDICATED JOURNALIST, EDDIE WORKED AS A REPORTER FOR THE DAILY GLOBE, WHERE HE WROTE HIS MOST SENSATIONAL STORY--
--REVEALING THAT A RUTHLESS SERIAL KILLER CALLED "SIN-EATER" WAS ACTUALLY MILD-MANNERED EMIL GREGG!
UNFORTUNATELY, MERE HOURS AFTER THIS SCOOP WAS PUBLISHED, SPIDER-MAN CAPTURED THE TRUE MURDERER--
--EXPOSING GREGG AS A HARMLESS LIAR, A PITIABLE AND COMPULSIVE CONFESSOR!
FINAL
The Daily Globe
EXCLUSIVE: SIN-EATER REVEALED!!
DAILY BUGLE
REAL SIN-EATER CAUGHT!
GLOBE FULL OF IT!!
NYC IS REELING
EDDIE BECAME A LAUGHING STOCK, HIS CAREER SHATTERED.
HIS MIND BEGAN TO UNRAVEL, CRUMBLING AT THE EDGES--
--AS HIS RAGE FOCUSED ON THE ONE SOUL HE HELD RESPONSIBLE FOR HIS UNFAIR FALL: SPIDER-MAN!
SUICIDE SEEMED HIS ONLY ESCAPE. AT OUR LADY OF SAINTS CHURCH, HE SOUGHT TO MAKE HIS FINAL PEACE.
UNAWARE THAT SOMETHING ELSE HAD FOUND SANCTUARY THERE!

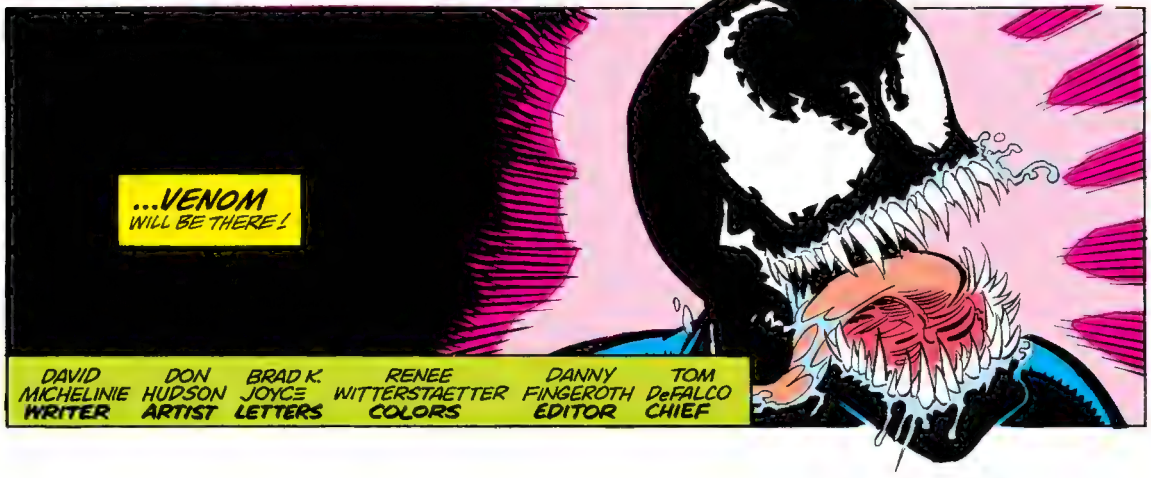
A SYMBIOTE FROM THE STARS! AN ALIEN WHOM SPIDER-MAN HAD REJECTED AND EVEN TRIED TO KILL IN THIS VERY CHAPEL!
THE VISITOR SENSED HATRED IN EDDIE'S SOUL, A LOATHING THAT SO CLOSELY MATCHED ITS OWN! AND THUS--
--THE TWO BECAME ONE!
A DUAL BEING WITH A SINGLE PURPOSE: THE UTTER, UNEQUIVOCAL DESTRUCTION OF THE ENTITY CALLED SPIDER-MAN! A DEATH THAT IS THE ONLY REASON...
...VENOM LIVES!


IN THE MONTHS THAT FOLLOWED, VENOM PURSUED THIS OBJECTIVE WITH A DETERMINATION BEYOND HUMAN WILL.


UTILIZING EDDIE'S HARD-EARNED MUSCLES, ALONG WITH THE ALIEN'S UNCANNY POWER TO FLOW AND MIMIC--

--THEY HAD STALKED THEIR PREY, ALLOWING NOTHING TO BLOCK THEM FROM THEIR GOAL; EXCEPT, ON OCCASION, THE SAFETY OF INNOCENTS:
GUILTLESS BYSTANDERS WITH WHOM THEY BOTH-- IN THEIR SEPARATE, TWISTED WAYS-- IDENTIFY.


TO DATE, THEY HAVE FAILED, THEIR VICTIM EVADING "JUSTICE" THROUGH GUILE, INTERFERENCE AND EVEN OUTRIGHT LUCK.
BUT LUCK ONLY LASTS SO LONG. AND WHEN IT RUNS OUT, AS SURELY, SOME DAY, IT MUST...


...VENOM WILL BE THERE!
DAVID MICHELINIE WRITER
DON HUDSON ARTIST
BRAD K. JOYCE LETTERS
RENEE WITTERSTAETTER COLORS
DANNY FINGEROTH EDITOR
TOM DeFALCO CHIEF

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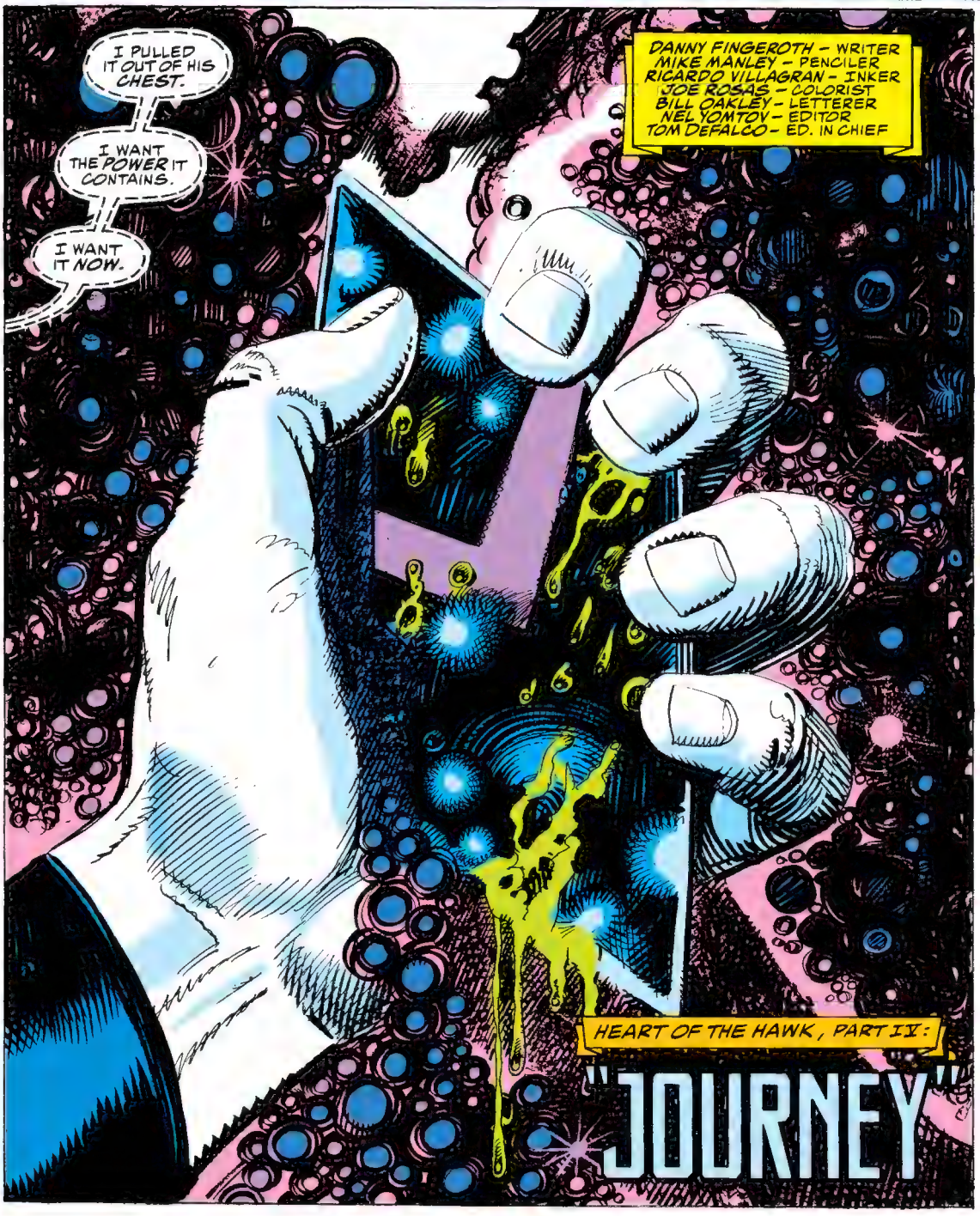
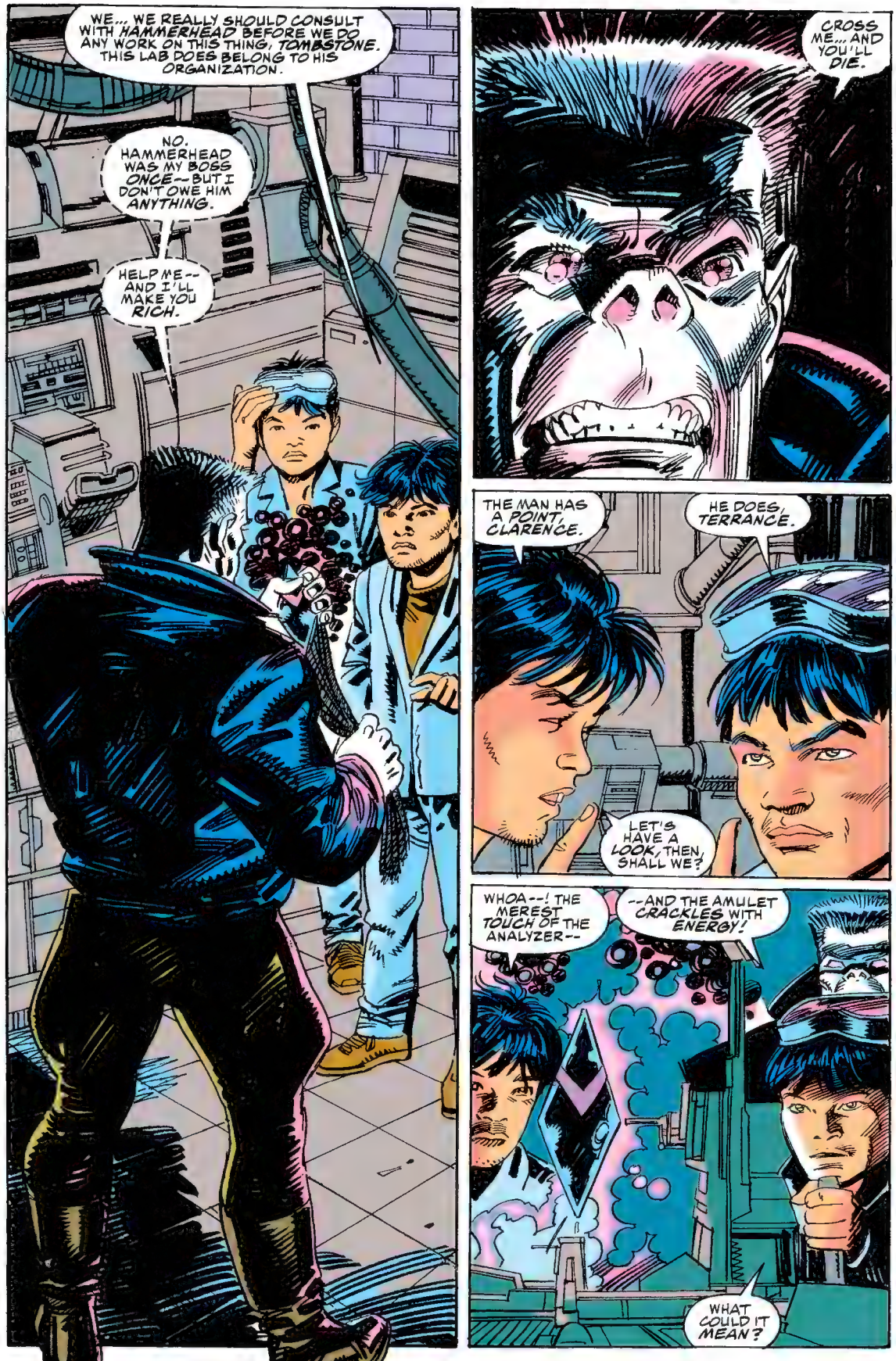
"HEART OF THE HAWK" PART 1 OF 6
DARKHAWK
TM
HE'S BACK!
VENOM!
TM
MANLEY
30TH
ANNIVERSARY
1962-1992
THE INCREDIBLE HULK

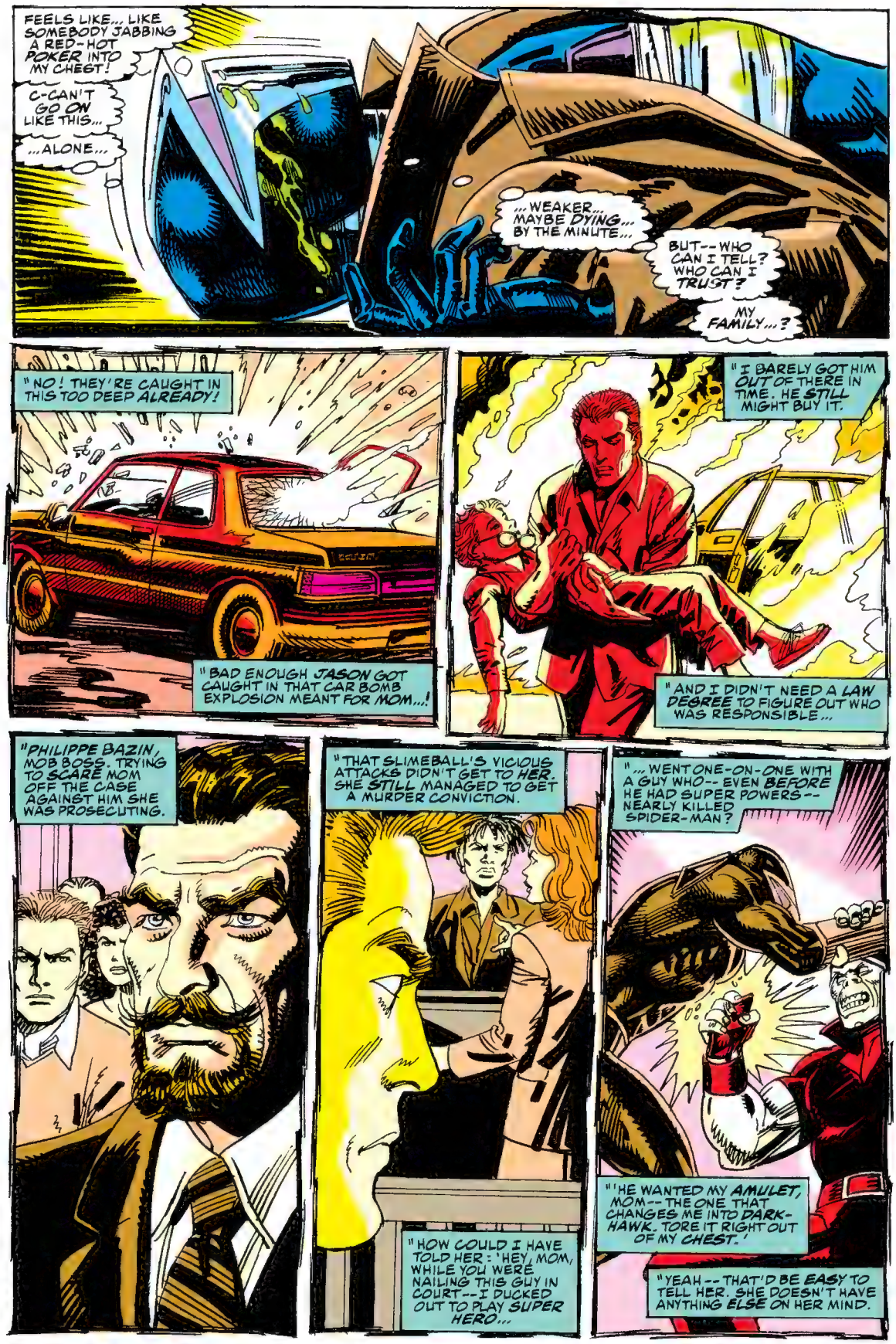
NO ONE KNOWS WHERE THE AMULET CAME FROM OR WHY IT APPEARED IN THE RUINS OF THE OLD AMUSEMENT PARK. ALL **CHRIS POWELL** KNOWS IS THAT WHEN HE GRASPS IT AND CONCENTRATES, HE IS TRANSFORMED INTO A BEING OF GREAT POWER. AND HE HAS SWORN TO USE THAT POWER AS THE EDGE AGAINST CRIME.

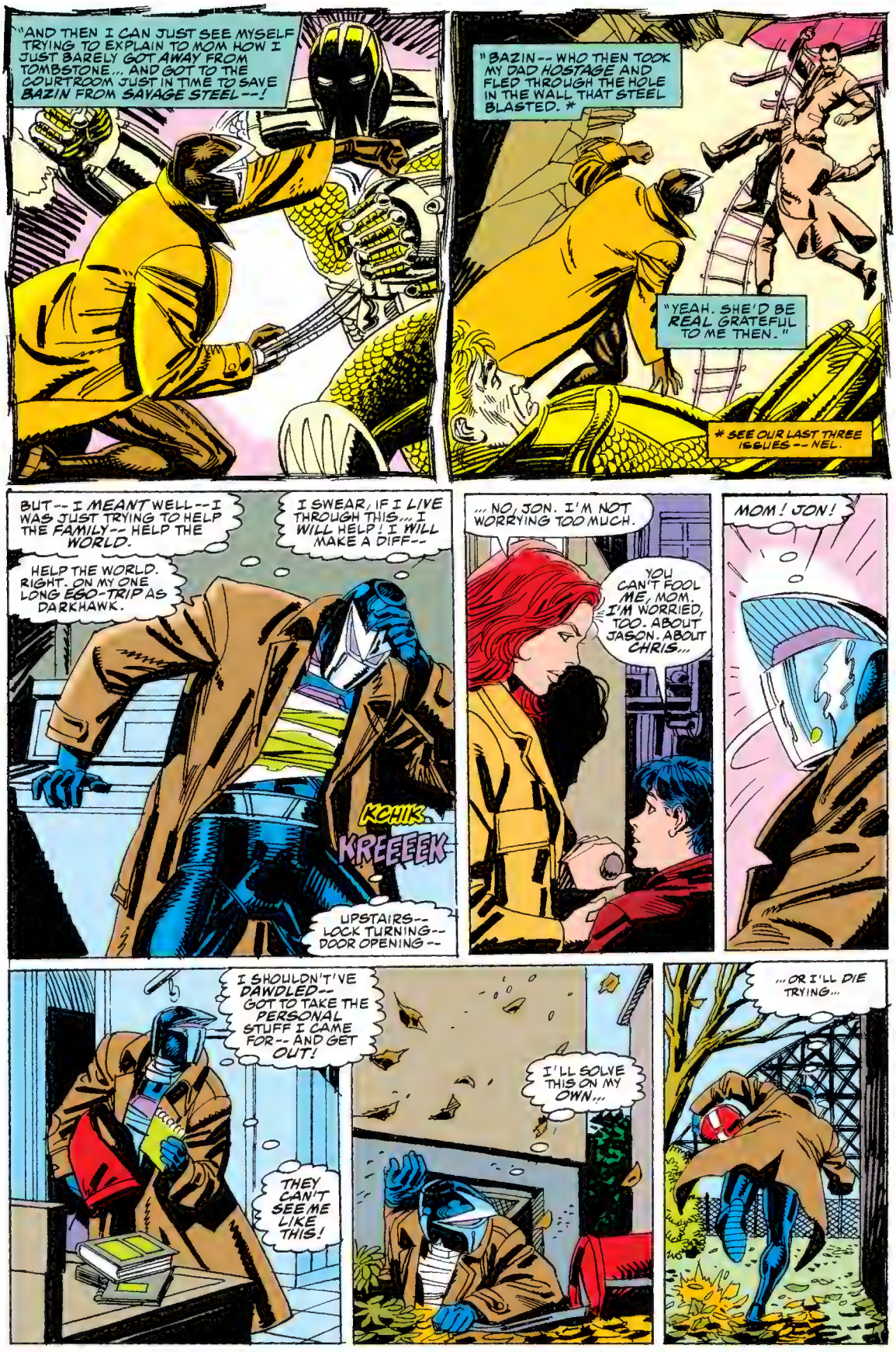
Stan Lee PRESENTS: THE MYSTERIOUS DARKHAWK™

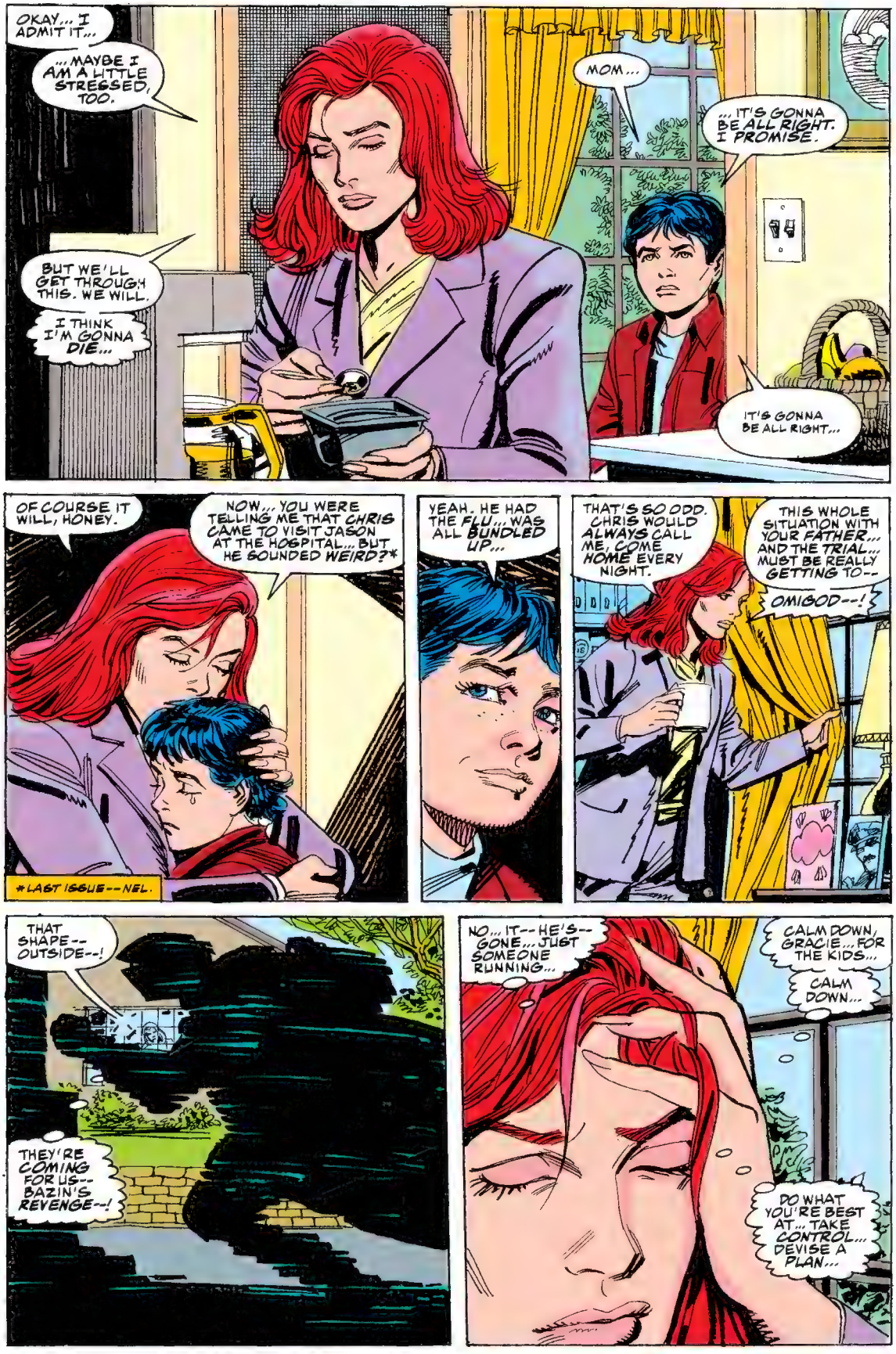

I PULLED IT OUT OF HIS CHEST.
I WANT THE POWER IT CONTAINS.
I WANT IT NOW.
DANNY FINGEROTH – WRITER
MIKE MANLEY – PENCILER
RICARDO VILLAGRAN – INKER
JOE ROSAS – COLORIST
BILL OAKLEY – LETTERER
NEL YOMTOV – EDITOR
TOM DEFALCO – ED. IN CHIEF
HEART OF THE HAWK, PART II:
"JOURNEY"

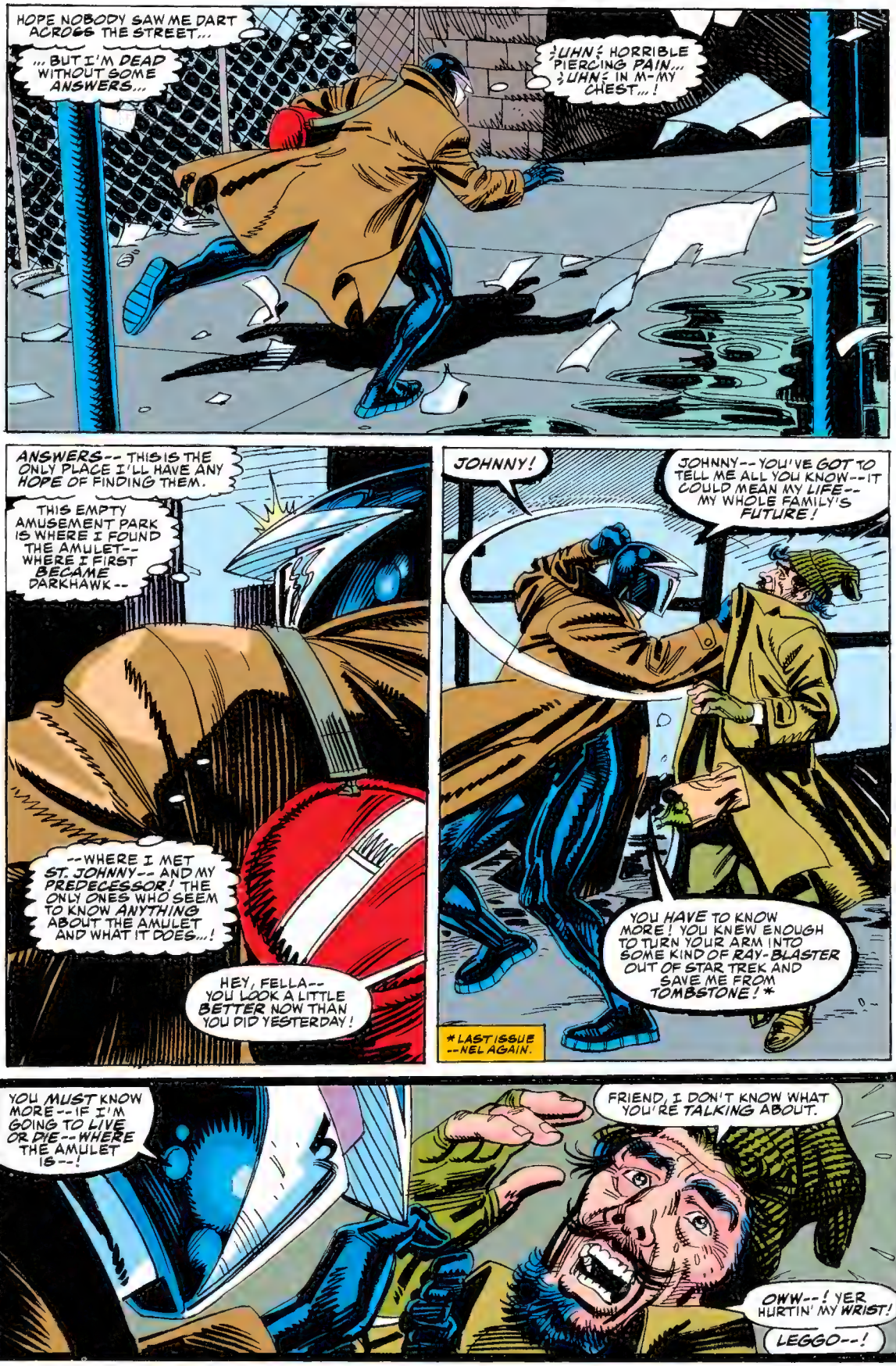

WE... WE REALLY SHOULD CONSULT WITH HAMMERHEAD BEFORE WE DO ANY WORK ON THIS THING, TOMBSTONE. THIS LAB DOES BELONG TO HIS ORGANIZATION.
NO. HAMMERHEAD WAS MY BOSS ONCE--BUT I DON'T OWE HIM ANYTHING.
HELP ME-- AND I'LL MAKE YOU RICH.
CROSS ME... AND YOU'LL DIE.
THE MAN HAS A POINT, CLARENCE.
HE DOES, TERRANCE.
LET'S HAVE A LOOK, THEN, SHALL WE?
WHOA--! THE MEREST TOUCH OF THE ANALYZER--
--AND THE AMULET CRACKLES WITH ENERGY!
WHAT COULD IT MEAN?

"WHAT CAN IT MEAN?"
AAAGGHH!
AAGGH!


FEELS LIKE... LIKE SOMEBODY JABBING A RED-HOT POKER INTO MY CHEST!
C-CAN'T GO ON LIKE THIS...
...ALONE...
...WEAKER... MAYBE DYING... BY THE MINUTE...
BUT--WHO CAN I TELL? WHO CAN I TRUST?
MY FAMILY...?
"NO! THEY'RE CAUGHT IN THIS TOO DEEP ALREADY!
"BAD ENOUGH JASON GOT CAUGHT IN THAT CAR BOMB EXPLOSION MEANT FOR MOM...!
"I BARELY GOT HIM OUT OF THERE IN TIME. HE STILL MIGHT BUY IT.
"AND I DIDN'T NEED A LAW DEGREE TO FIGURE OUT WHO WAS RESPONSIBLE...
"PHILIPPE BAZIN, MOB BOSS. TRYING TO SCARE MOM OFF THE CASE AGAINST HIM SHE WAS PROSECUTING.
"THAT SLIMEBALL'S VICIOUS ATTACKS DIDN'T GET TO HER. SHE STILL MANAGED TO GET A MURDER CONVICTION.
"HOW COULD I HAVE TOLD HER: 'HEY, MOM, WHILE YOU WERE NAILING THIS GUY IN COURT--I DUCKED OUT TO PLAY SUPER HERO...
"...WENT ONE-ON-ONE WITH A GUY WHO-- EVEN BEFORE HE HAD SUPER POWERS-- NEARLY KILLED SPIDER-MAN?
"'HE WANTED MY AMULET, MOM--THE ONE THAT CHANGES ME INTO DARKHAWK. TORE IT RIGHT OUT OF MY CHEST.'
"YEAH--THAT'D BE EASY TO TELL HER. SHE DOESN'T HAVE ANYTHING ELSE ON HER MIND.


"AND THEN I CAN JUST SEE MYSELF TRYING TO EXPLAIN TO MOM HOW I JUST BARELY GOT AWAY FROM TOMBSTONE... AND GOT TO THE COURTROOM JUST IN TIME TO SAVE BAZIN FROM SAVAGE STEEL--!
"BAZIN-- WHO THEN TOOK MY DAD HOSTAGE AND FLED THROUGH THE HOLE IN THE WALL THAT STEEL BLASTED. *
"YEAH. SHE'D BE REAL GRATEFUL TO ME THEN."
* SEE OUR LAST THREE ISSUES -- NEL.
BUT-- I MEANT WELL-- I WAS JUST TRYING TO HELP THE FAMILY-- HELP THE WORLD.
I SWEAR, IF I LIVE THROUGH THIS... I WILL HELP! I WILL MAKE A DIFF--
HELP THE WORLD. RIGHT. ON MY ONE LONG EGO-TRIP AS DARKHAWK.
KOHIK
KREEEEEK
UPSTAIRS-- LOCK TURNING-- DOOR OPENING --
... NO, JON. I'M NOT WORRYING TOO MUCH.
YOU CAN'T FOOL ME, MOM. I'M WORRIED, TOO. ABOUT JASON. ABOUT CHRIS...
MOM! JON!
I SHOULDN'T'VE DAWDLED-- GOT TO TAKE THE PERSONAL STUFF I CAME FOR-- AND GET OUT!
THEY CAN'T SEE ME LIKE THIS!
I'LL SOLVE THIS ON MY OWN...
...OR I'LL DIE TRYING...


OKAY... I ADMIT IT...
...MAYBE I AM A LITTLE STRESSED, TOO.
BUT WE'LL GET THROUGH THIS. WE WILL.
I THINK I'M GONNA DIE...
MOM...
...IT'S GONNA BE ALL RIGHT. I PROMISE.
IT'S GONNA BE ALL RIGHT...
OF COURSE IT WILL, HONEY.
NOW... YOU WERE TELLING ME THAT CHRIS CAME TO VISIT JASON AT THE HOSPITAL... BUT HE SOUNDED WEIRD?*
*LAST ISSUE--NEL.
YEAH. HE HAD THE FLU... WAS ALL BUNDLED UP...
THAT'S SO ODD. CHRIS WOULD ALWAYS CALL ME, COME HOME EVERY NIGHT.
THIS WHOLE SITUATION WITH YOUR FATHER... AND THE TRIAL... MUST BE REALLY GETTING TO--
OMIGOD--!
THAT SHAPE-- OUTSIDE--!
THEY'RE COMING FOR US-- BAZIN'S REVENGE--!
NO... IT-- HE'S-- GONE... JUST SOMEONE RUNNING...
CALM DOWN, GRACIE... FOR THE KIDS...
CALM DOWN...
DO WHAT YOU'RE BEST AT... TAKE CONTROL... DEVISE A PLAN...


HOPE NOBODY SAW ME DART ACROSS THE STREET...
... BUT I'M DEAD WITHOUT SOME ANSWERS...
UHN! HORRIBLE PIERCING PAIN... UHN! IN M-MY CHEST...!
ANSWERS-- THIS IS THE ONLY PLACE I'LL HAVE ANY HOPE OF FINDING THEM.
THIS EMPTY AMUSEMENT PARK IS WHERE I FOUND THE AMULET-- WHERE I FIRST BECAME DARKHAWK--
--WHERE I MET ST. JOHNNY-- AND MY PREDECESSOR! THE ONLY ONES WHO SEEM TO KNOW ANYTHING ABOUT THE AMULET AND WHAT IT DOES...!
HEY, FELLA-- YOU LOOK A LITTLE BETTER NOW THAN YOU DID YESTERDAY!
JOHNNY!
JOHNNY-- YOU'VE GOT TO TELL ME ALL YOU KNOW-- IT COULD MEAN MY LIFE-- MY WHOLE FAMILY'S FUTURE!
YOU HAVE TO KNOW MORE! YOU KNEW ENOUGH TO TURN YOUR ARM INTO SOME KIND OF RAY-BLASTER OUT OF STAR TREK AND SAVE ME FROM TOMBSTONE! *
* LAST ISSUE --NEL AGAIN.
YOU MUST KNOW MORE-- IF I'M GOING TO LIVE OR DIE-- WHERE THE AMULET IS--!
FRIEND, I DON'T KNOW WHAT YOU'RE TALKING ABOUT.
OWW--! YER HURTIN' MY WRIST!
LEGGO--!

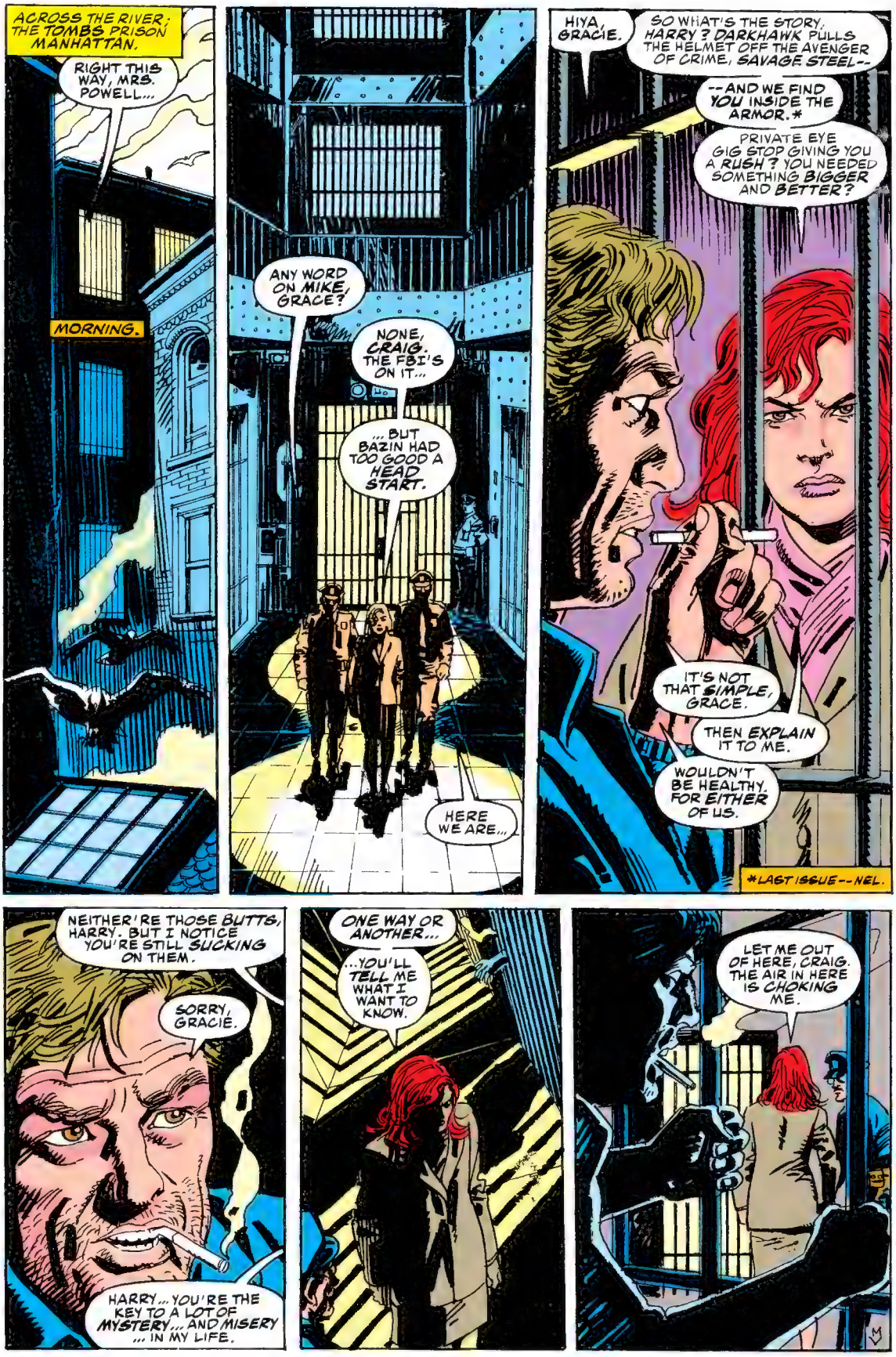
JOHNNY--I'M DESPERATE--I'LL KILL YOU IF I HAVE TO.
I'LL KILL YOU!!
TH-THEN DO IT. BECAUSE IF YOU'RE LOOKIN' FOR SOME SPECIAL "SECRET INFORMATION"--
--I SWEAR I DON'T KNOW WHAT IN BLAZES YER TALKIN' ABOUT!
WORLD WON'T MISS ONE OLD HOMELESS GUY, ANYWAY...

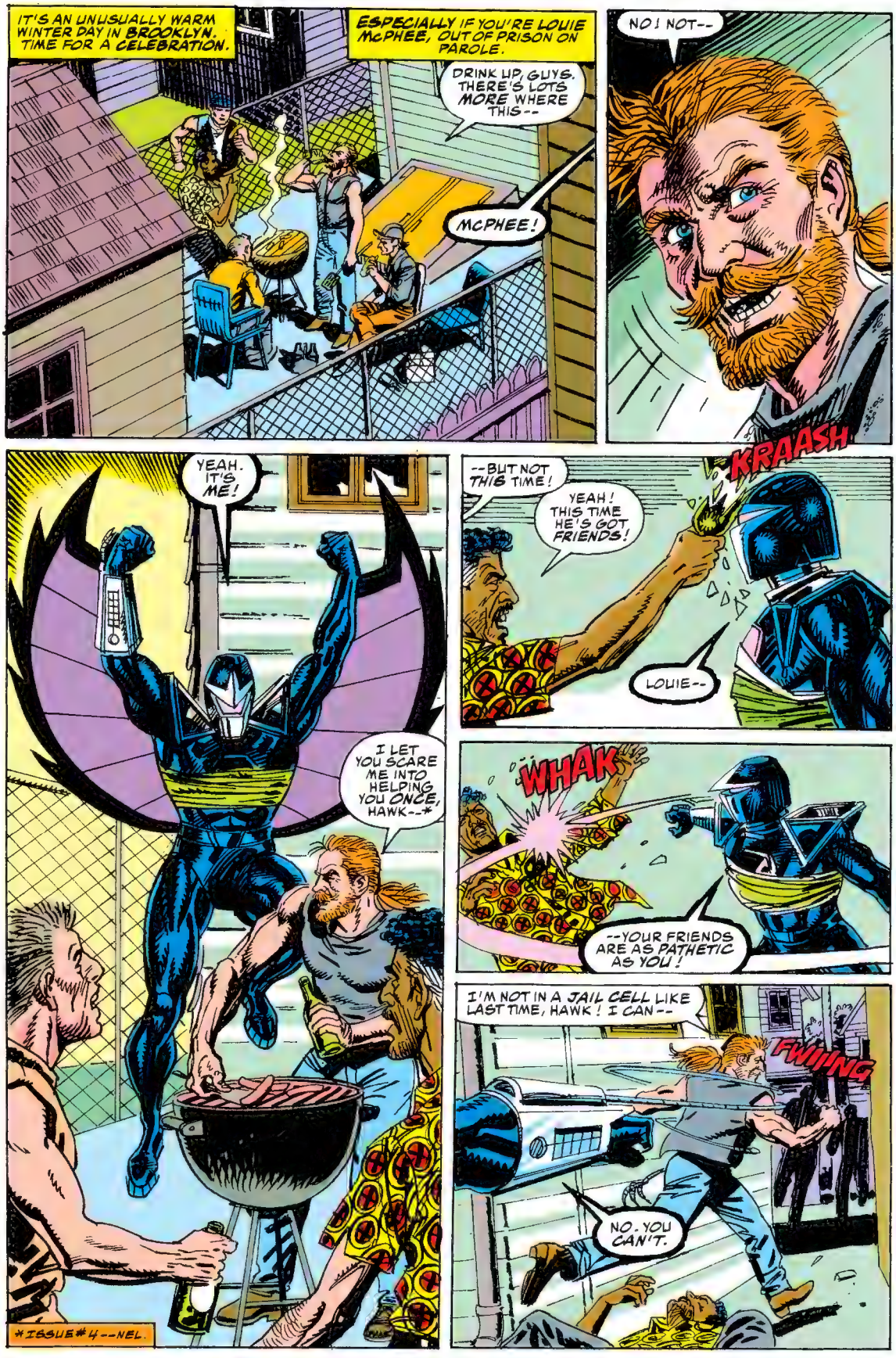
YOU'RE NOT LYING. I WISH YOU WERE...
...BUT YOU'RE NOT...
EITHER YOU'RE CRAZY--
--OR I AM!

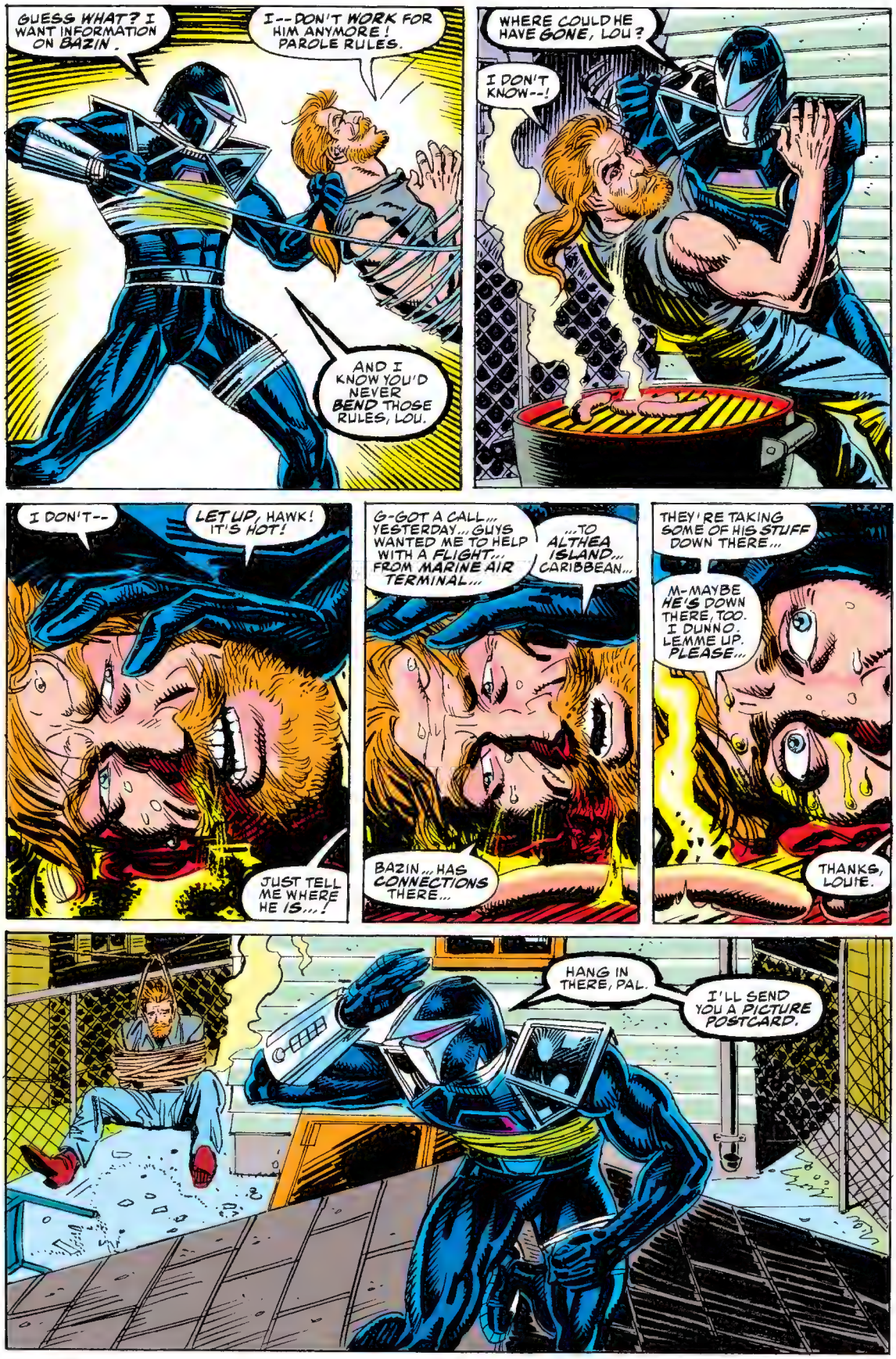
NO MORE RIDDLES! I NEED ANSWERS!
ANSWERS!

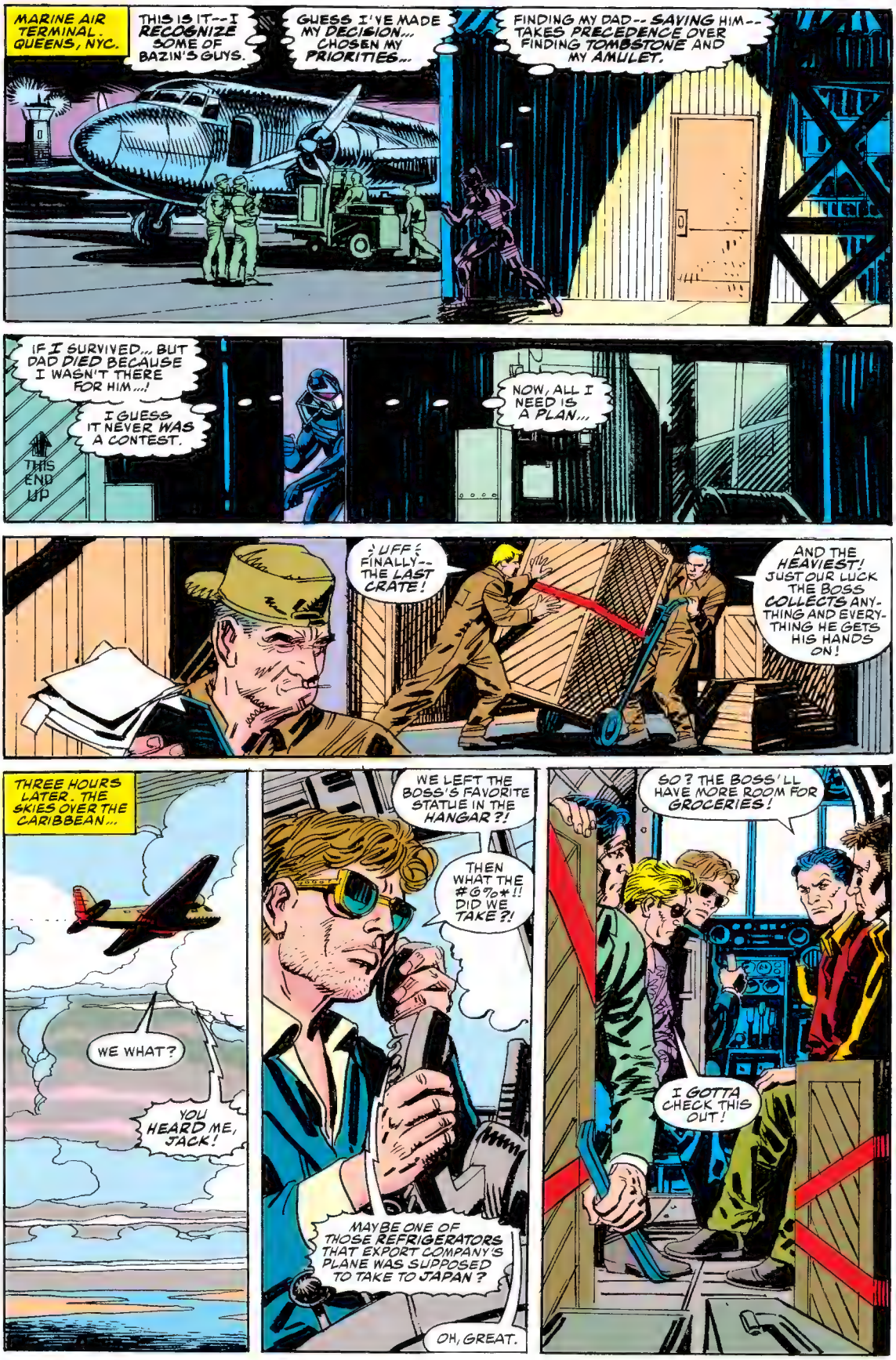
SHWAKOOOM!
ANSWERS!!

:UHN: STUPID-- STRAINING LIKE THAT--!
GOT TO CONSERVE STRENGTH...
WITHOUT AMULET... EFFORT TAKES TOLL...
TOO MUCH AT STAKE HERE... TOO MANY PEOPLE I CARE ABOUT IN DANGER...
TOO MANY PEOPLE I HATE THAT I OWE PAYBACK!
J-JOHNNY-- COME B-BACK... PLEASE...
NO WAY!
GONE...
AND WHATEVER HE IS... OR ISN'T... OR KNOWS... HE ISN'T TELLING UNTIL HE--
--OR WHATEVER MAD FORCE IS RUNNING MY LIFE--
--IS READY.
READJUST THE BANDAGES, CHRIS... COVER THE WOUND...
KEEP THAT LIFE-ENERGY FROM OOZING OUT...
OWW--! ANOTHER-- SUDDEN SURGE OF PAIN--!
ALL RIGHT, ST. JOHNNY. MAYBE THIS IS SOME KIND OF TEST. MAYBE IT'S SOME COSMIC JOKE.
WHATEVER IT IS... I'M GONNA SEE IT THROUGH.
AND I'M GONNA WIN!
OWWW--!

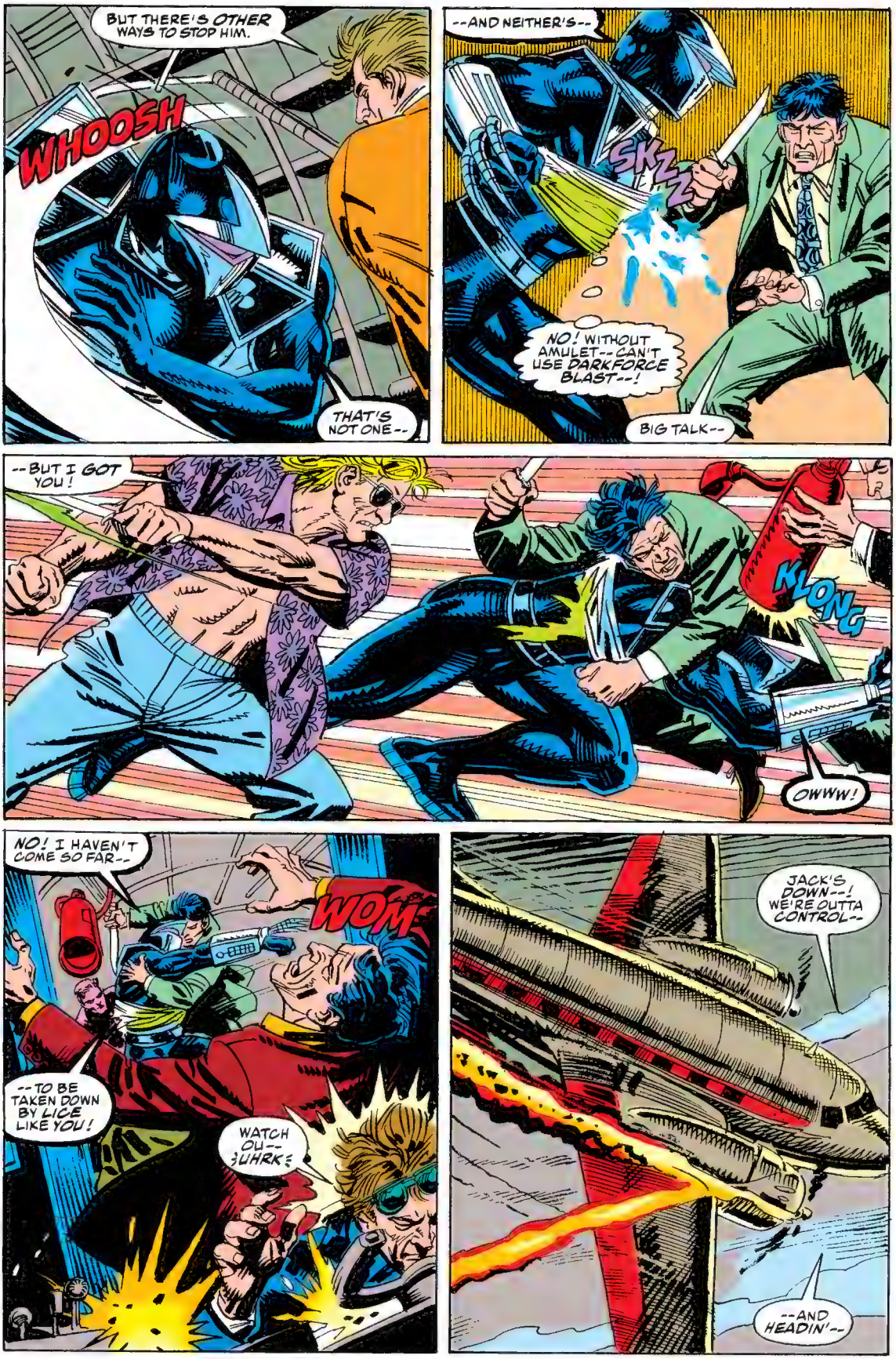

ACROSS THE RIVER, THE TOMBS PRISON MANHATTAN.
RIGHT THIS WAY, MRS. POWELL...
MORNING.
ANY WORD ON MIKE, GRACE?
NONE, CRAIG. THE FBI'S ON IT...
...BUT BAZIN HAD TOO GOOD A HEAD START.
HERE WE ARE...
HIYA, GRACIE.
SO WHAT'S THE STORY, HARRY? DARKHAWK PULLS THE HELMET OFF THE AVENGER OF CRIME, SAVAGE STEEL--
--AND WE FIND YOU INSIDE THE ARMOR.*
PRIVATE EYE GIG STOP GIVING YOU A RUSH? YOU NEEDED SOMETHING BIGGER AND BETTER?
IT'S NOT THAT SIMPLE, GRACE.
THEN EXPLAIN IT TO ME.
WOULDN'T BE HEALTHY. FOR EITHER OF US.
*LAST ISSUE--NEL.
NEITHER'RE THOSE BUTTS, HARRY. BUT I NOTICE YOU'RE STILL SUCKING ON THEM.
SORRY, GRACIE.
HARRY... YOU'RE THE KEY TO A LOT OF MYSTERY... AND MISERY ... IN MY LIFE.
ONE WAY OR ANOTHER...
...YOU'LL TELL ME WHAT I WANT TO KNOW.
LET ME OUT OF HERE, CRAIG. THE AIR IN HERE IS CHOKING ME.

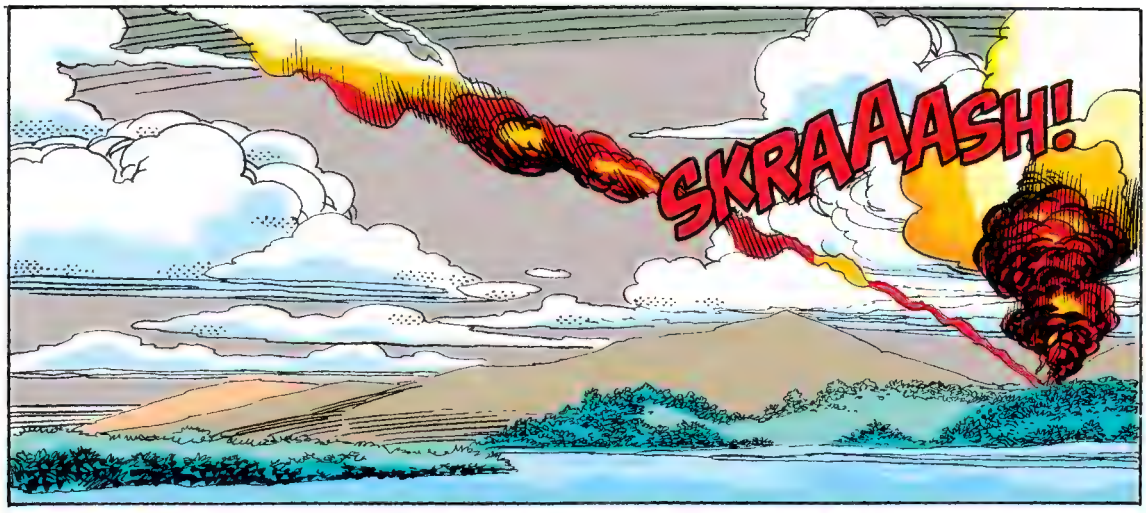

IT'S AN UNUSUALLY WARM WINTER DAY IN BROOKLYN. TIME FOR A CELEBRATION.
ESPECIALLY IF YOU'RE LOUIE McPHEE, OUT OF PRISON ON PAROLE.
DRINK UP, GUYS. THERE'S LOTS MORE WHERE THIS--
MCPHEE!
NO! NOT--
KRAASH
YEAH. IT'S ME!
--BUT NOT THIS TIME!
YEAH! THIS TIME HE'S GOT FRIENDS!
LOUIE--
I LET YOU SCARE ME INTO HELPING YOU ONCE, HAWK--*
WHAK
--YOUR FRIENDS ARE AS PATHETIC AS YOU!
I'M NOT IN A JAIL CELL LIKE LAST TIME, HAWK! I CAN--
FWIING
NO. YOU CAN'T.
*ISSUE#4--NEL.


GUESS WHAT? I WANT INFORMATION ON BAZIN.
I--DON'T WORK FOR HIM ANYMORE! PAROLE RULES.
AND I KNOW YOU'D NEVER BEND THOSE RULES, LOU.
WHERE COULD HE HAVE GONE, LOU?
I DON'T KNOW--!
I DON'T--
LET UP, HAWK! IT'S HOT!
JUST TELL ME WHERE HE IS...!
G-GOT A CALL... YESTERDAY... GUYS WANTED ME TO HELP WITH A FLIGHT... FROM MARINE AIR TERMINAL...
...TO ALTHEA ISLAND... CARIBBEAN...
BAZIN... HAS CONNECTIONS THERE...
THEY'RE TAKING SOME OF HIS STUFF DOWN THERE...
M-MAYBE HE'S DOWN THERE, TOO. I DUNNO. LEMME UP. PLEASE...
THANKS, LOUIE.
HANG IN THERE, PAL.
I'LL SEND YOU A PICTURE POSTCARD.

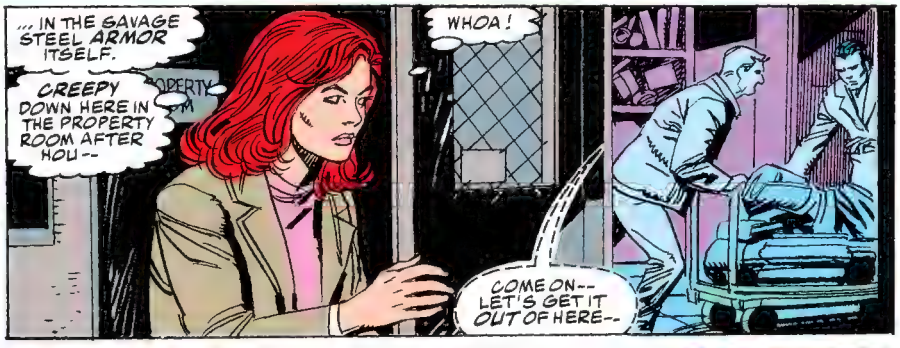

MARINE AIR TERMINAL, QUEENS, NYC.
THIS IS IT--I RECOGNIZE SOME OF BAZIN'S GUYS.
GUESS I'VE MADE MY DECISION... CHOSEN MY PRIORITIES...
FINDING MY DAD-- SAVING HIM-- TAKES PRECEDENCE OVER FINDING TOMBSTONE AND MY AMULET.
IF I SURVIVED... BUT DAD DIED BECAUSE I WASN'T THERE FOR HIM...!
I GUESS IT NEVER WAS A CONTEST.
THIS END UP
NOW, ALL I NEED IS A PLAN...
UFF! FINALLY-- THE LAST CRATE!
AND THE HEAVIEST! JUST OUR LUCK THE BOSS COLLECTS ANYTHING AND EVERYTHING HE GETS HIS HANDS ON!
THREE HOURS LATER. THE SKIES OVER THE CARIBBEAN...
WE WHAT?
YOU HEARD ME, JACK!
WE LEFT THE BOSS'S FAVORITE STATUE IN THE HANGAR?!
THEN WHAT THE #@%*!! DID WE TAKE?!
MAYBE ONE OF THOSE REFRIGERATORS THAT EXPORT COMPANY'S PLANE WAS SUPPOSED TO TAKE TO JAPAN?
OH, GREAT.
SO? THE BOSS'LL HAVE MORE ROOM FOR GROCERIES!
I GOTTA CHECK THIS OUT!

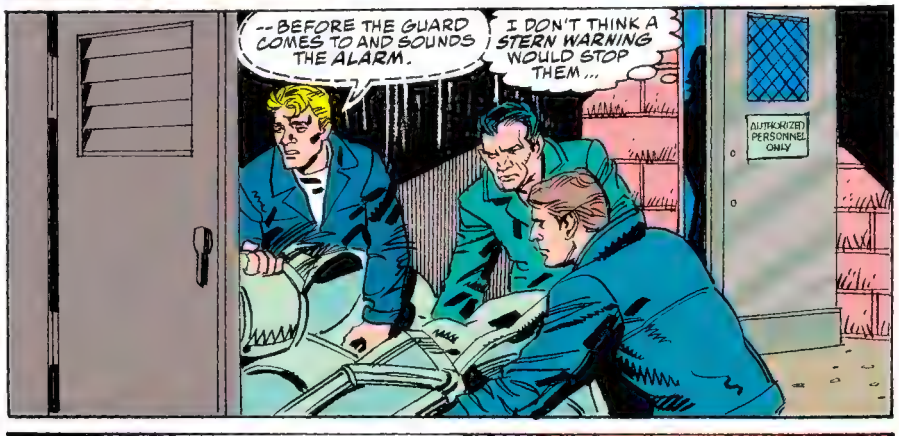
UNG! COME ON--
KREEE
HERE--LET ME HELP.
SHRAM!
OOF!
WELL, AS GOMER PYLE WOULD SAY--
--AND WHO SAYS CABLE TV ISN'T A GOOD INVESTMENT?--
--SUR-PRAHZ, SUR-PRAHZ!
S-STAY BACK, HAWK!
OKAY.
WHATEVER YOU SAY.
KWAK
UHN!
AAGH!
BWOMF!
NO GUNS! WE CAN'T AFFORD A RICOCHET IN HERE--!

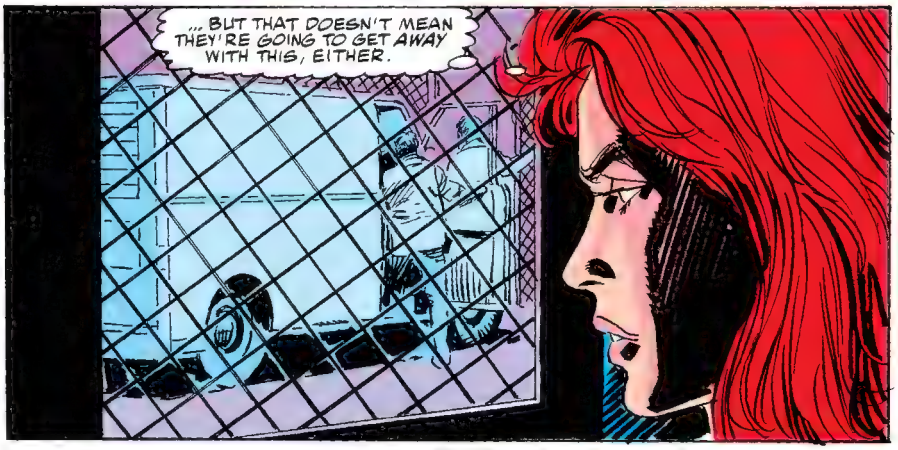

BUT THERE'S OTHER WAYS TO STOP HIM.
WHOOSH
THAT'S NOT ONE--
--AND NEITHER'S--
SKZZ
NO! WITHOUT AMULET--CAN'T USE DARKFORCE BLAST--!
BIG TALK--
--BUT I GOT YOU!
KLONG
OWWW!
NO! I HAVEN'T COME SO FAR--
WOM
--TO BE TAKEN DOWN BY LICE LIKE YOU!
WATCH OU--
UHRK!
JACK'S DOWN--! WE'RE OUTTA CONTROL--
--AND HEADIN'--


SKRAAASH!

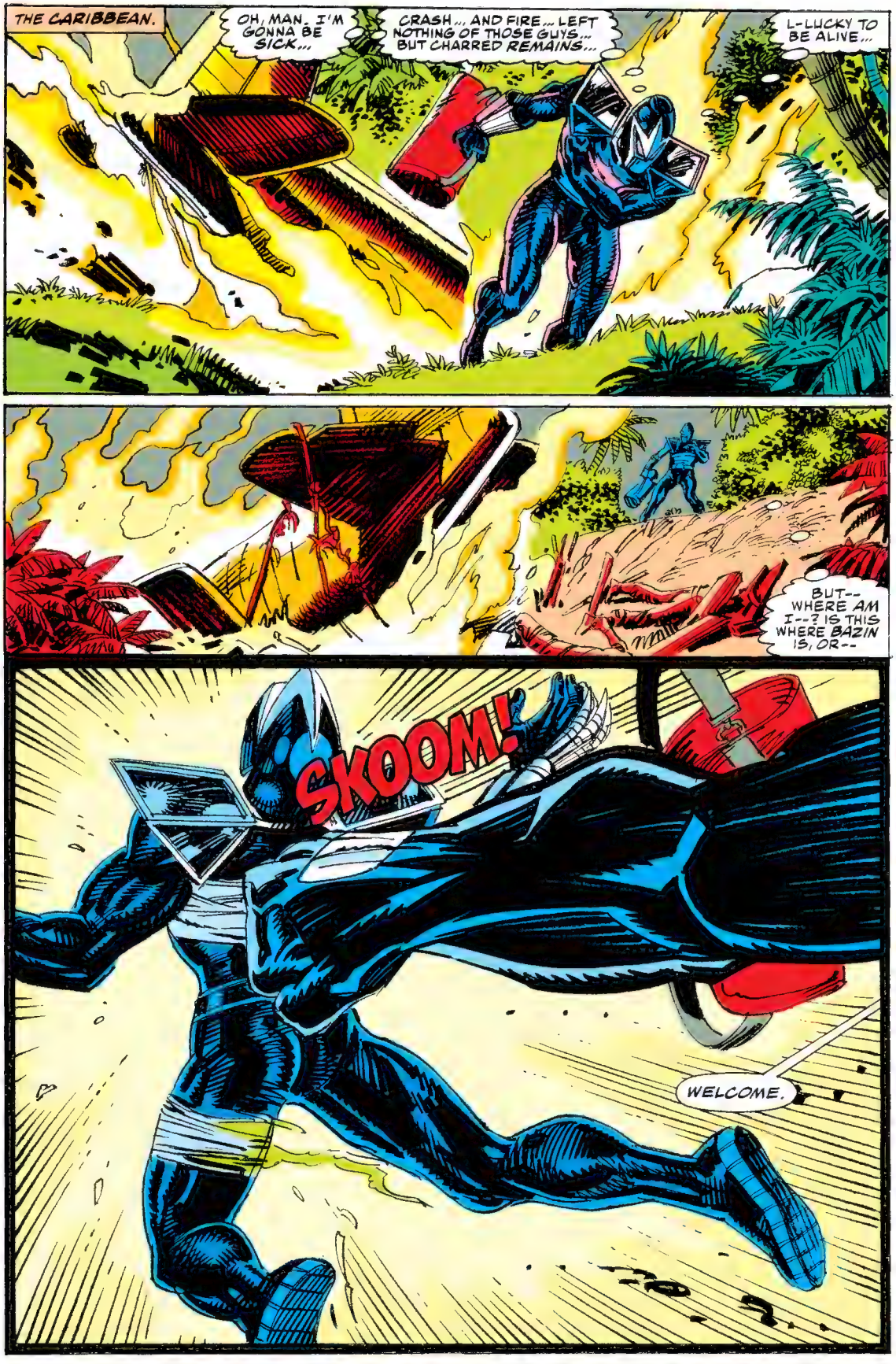
THE TOMBS.
MAYBE THERE'LL BE SOME CLUES...

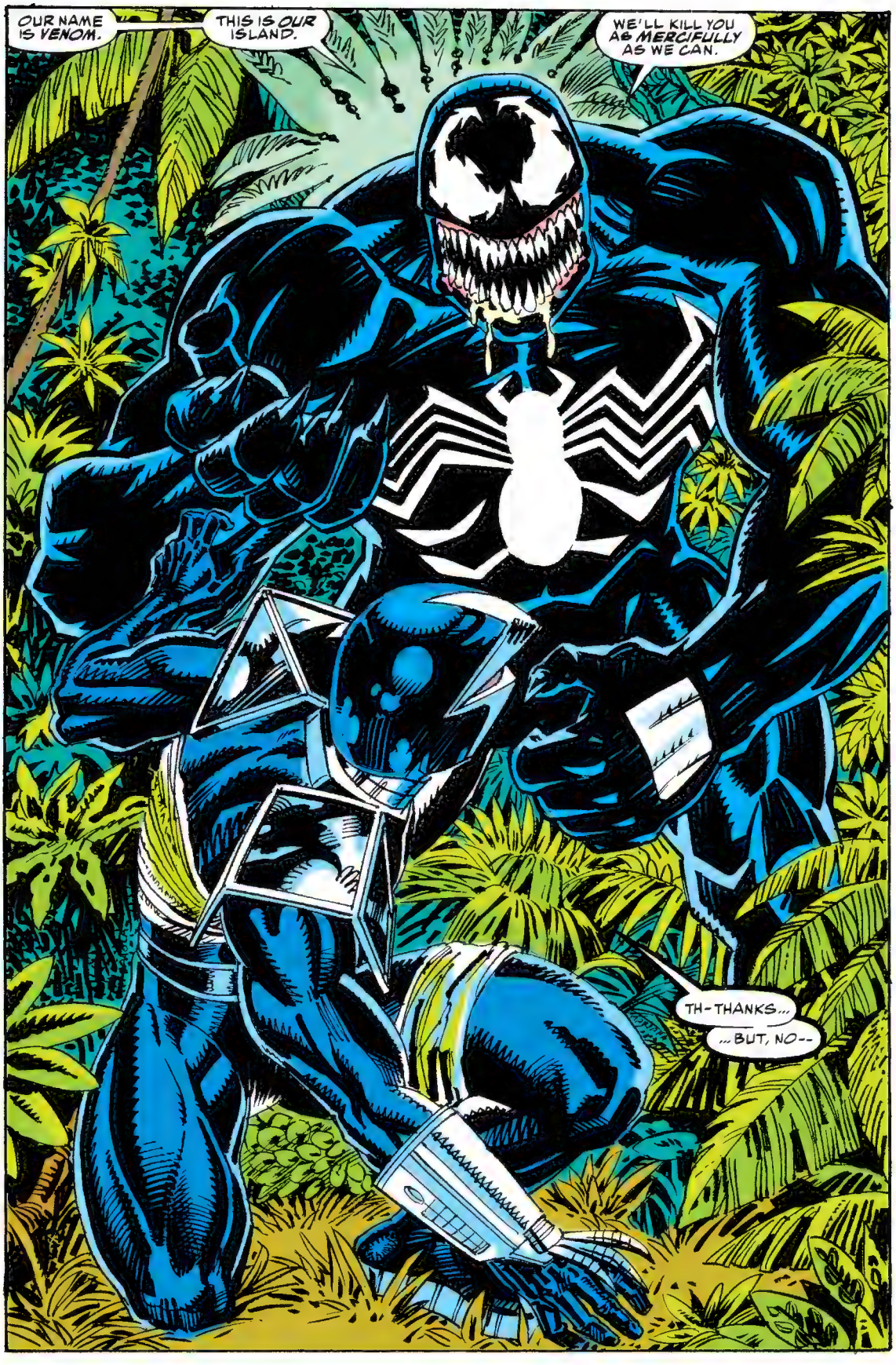

... IN THE SAVAGE STEEL ARMOR ITSELF.
CREEPY DOWN HERE IN THE PROPERTY ROOM AFTER HOU--
WHOA!
COME ON-- LET'S GET IT OUT OF HERE--

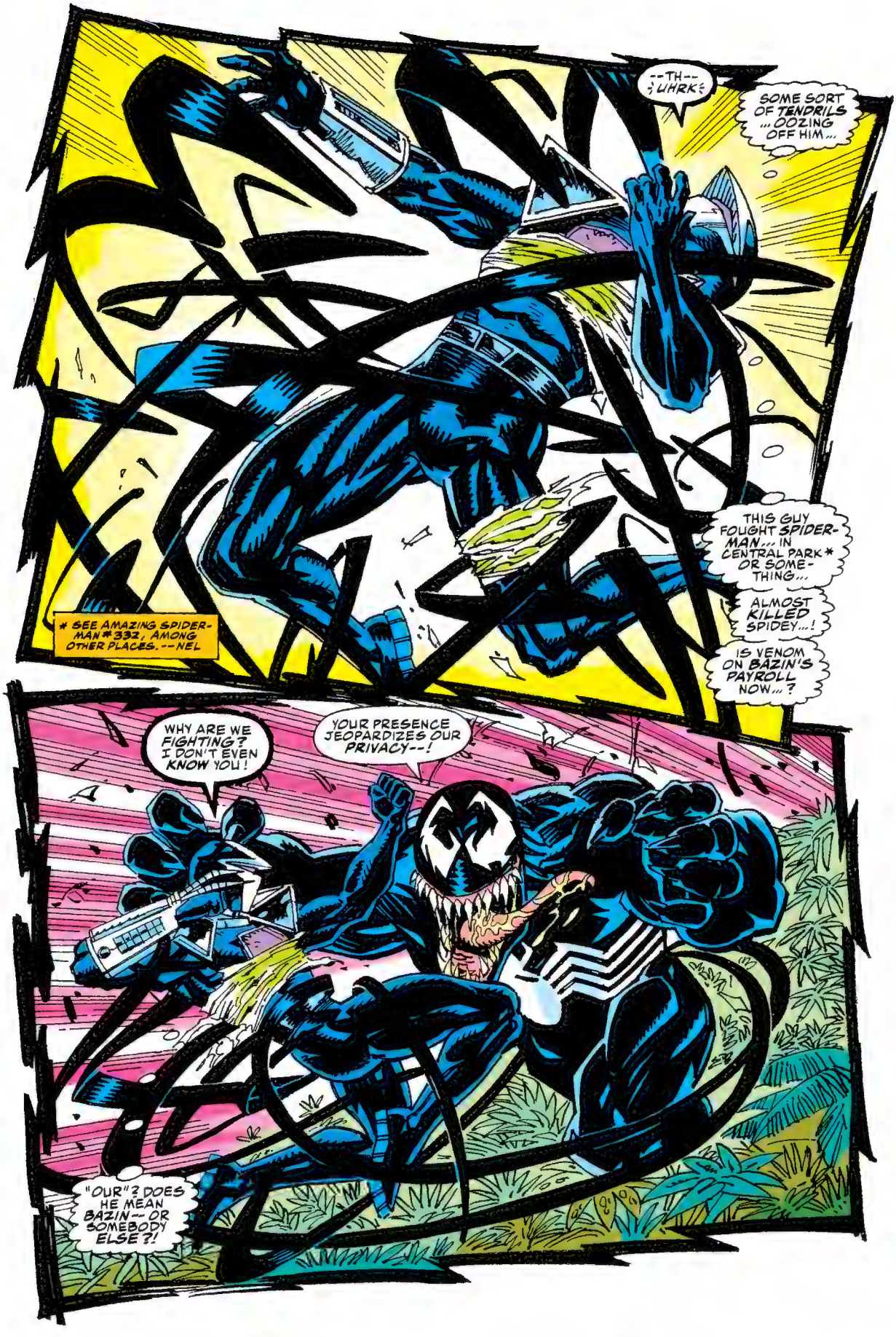

-- BEFORE THE GUARD COMES TO AND SOUNDS THE ALARM.
I DON'T THINK A STERN WARNING WOULD STOP THEM...
AUTHORIZED PERSONNEL ONLY

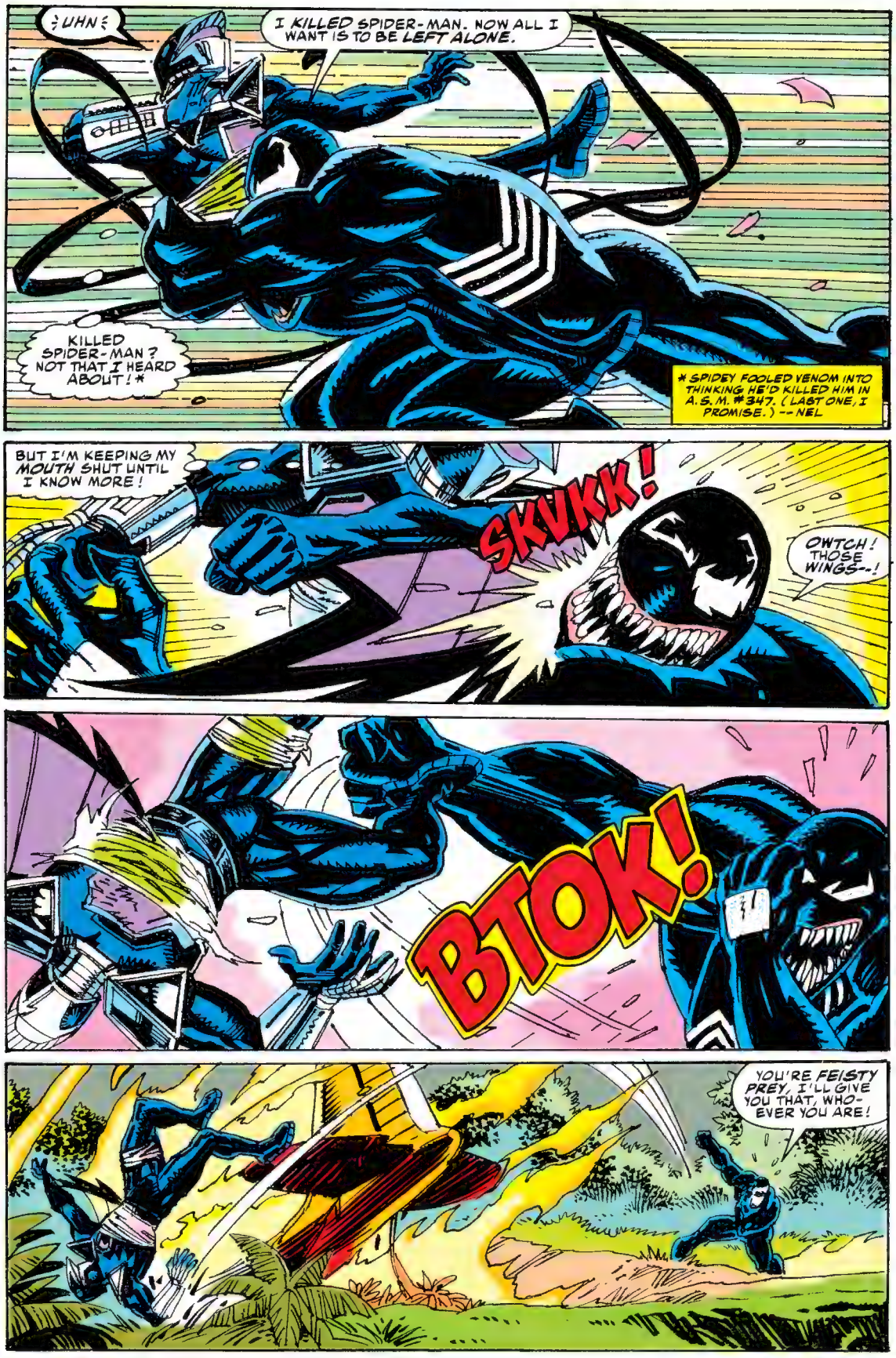

... BUT THAT DOESN'T MEAN THEY'RE GOING TO GET AWAY WITH THIS, EITHER.

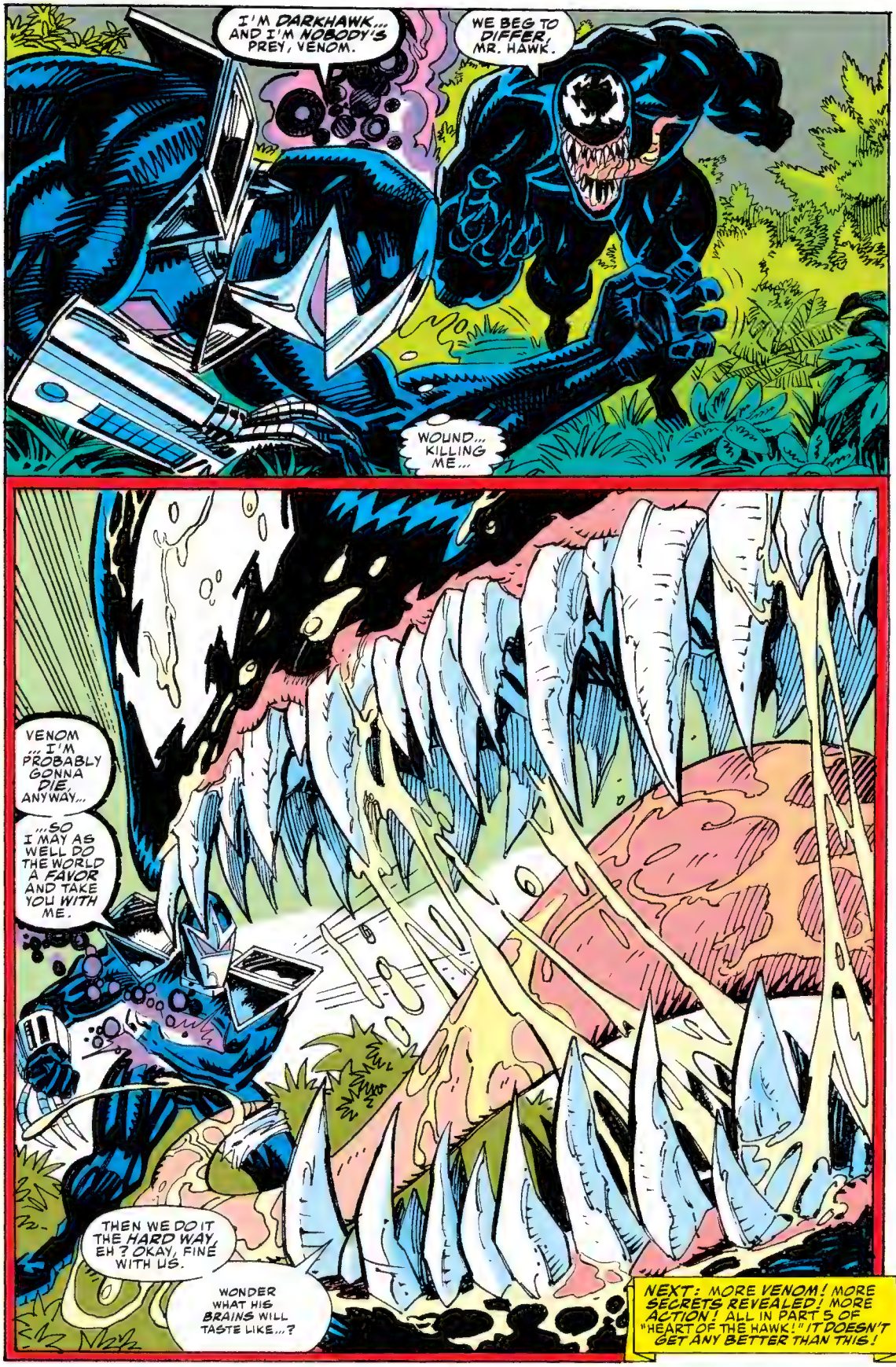
THE LOWER EAST SIDE, TEN MINUTES LATER.
OKAY, GRACE... YOU GET YOUR NANCY DREW MERIT BADGE FOR TAILING THEM HERE...
... NOW IT'S TIME TO DROP A DIME -- GET SOME ACTUAL POLICE WITH AN ACTUAL SEARCH WARRANT...
JUST LET ME COPY DOWN THE PLATE NUMBER ON THAT--
FREEZE.


THE CARIBBEAN.
OH, MAN. I'M GONNA BE SICK...
CRASH... AND FIRE... LEFT NOTHING OF THOSE GUYS... BUT CHARRED REMAINS...
L-LUCKY TO BE ALIVE...
BUT-- WHERE AM I--? IS THIS WHERE BAZIN IS, OR--
SKOOM!
WELCOME.


OUR NAME IS VENOM.
THIS IS OUR ISLAND.
WE'LL KILL YOU AS MERCIFULLY AS WE CAN.
TH-THANKS...
...BUT, NO--


--TH--
;UHRK:
SOME SORT OF TENDRILS ...OOZING OFF HIM...
THIS GUY FOUGHT SPIDER-MAN... IN CENTRAL PARK * OR SOMETHING...
ALMOST KILLED SPIDEY...!
IS VENOM ON BAZIN'S PAYROLL NOW...?
* SEE AMAZING SPIDER-MAN # 332, AMONG OTHER PLACES. --NEL
WHY ARE WE FIGHTING? I DON'T EVEN KNOW YOU!
YOUR PRESENCE JEOPARDIZES OUR PRIVACY--!
"OUR"? DOES HE MEAN BAZIN -- OR SOMEBODY ELSE?!


:UHN:
I KILLED SPIDER-MAN. NOW ALL I WANT IS TO BE LEFT ALONE.
KILLED SPIDER-MAN? NOT THAT I HEARD ABOUT!*
* SPIDEY FOOLED VENOM INTO THINKING HE'D KILLED HIM IN A.S.M. #347. (LAST ONE, I PROMISE.) -- NEL
BUT I'M KEEPING MY MOUTH SHUT UNTIL I KNOW MORE!
SKVKK!
OWTCH! THOSE WINGS--!
BTOK!
YOU'RE FEISTY PREY, I'LL GIVE YOU THAT, WHO-EVER YOU ARE!


I'M DARKHAWK... AND I'M NOBODY'S PREY, VENOM.
WE BEG TO DIFFER, MR. HAWK.
WOUND... KILLING ME...
VENOM ... I'M PROBABLY GONNA DIE, ANYWAY...
...SO I MAY AS WELL DO THE WORLD A FAVOR AND TAKE YOU WITH ME.
THEN WE DO IT THE HARD WAY, EH? OKAY, FINE WITH US.
WONDER WHAT HIS BRAINS WILL TASTE LIKE...?
NEXT: MORE VENOM! MORE SECRETS REVEALED! MORE ACTION! ALL IN PART 5 OF "HEART OF THE HAWK!" IT DOESN'T GET ANY BETTER THAN THIS!

MARVEL COMICS
"HEART OF THE HAWK!" PART 5 OF 6
DARKHAWK
THE ISLAND PARADISE OF VENOM!
$1.25 US
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APPROVED BY THE COMICS CODE AUTHORITY
30TH ANNIVERSARY THE AMAZING SPIDER-MAN 1962-1992

NO ONE KNOWS WHERE THE AMULET CAME FROM OR WHY IT APPEARED IN THE RUINS OF THE OLD AMUSEMENT PARK. ALL CHRIS POWELL KNOWS IS THAT WHEN HE GRASPS IT AND CONCENTRATES, HE IS TRANSFORMED INTO A BEING OF GREAT POWER. AND HE HAS SWORN TO USE THAT POWER AS THE EDGE AGAINST CRIME.

Stan Lee PRESENTS: THE MYSTERIOUS DARKHAWK™

HEART OF THE HAWK, PART I:

"THE ANTIDOTE FOR CIVILIZATION"

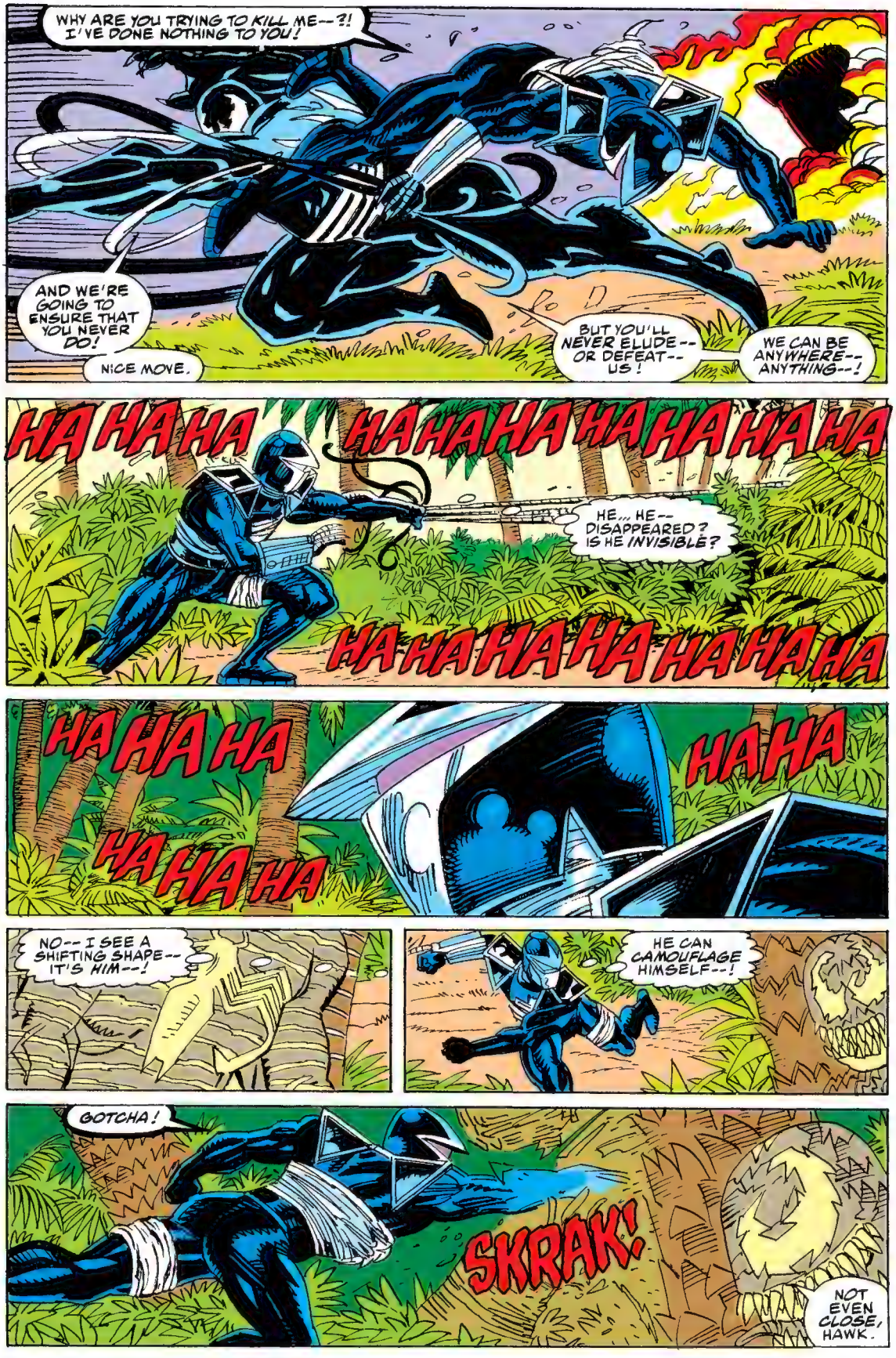
IN SEARCH FOR HIS FATHER, CHRIS POWELL -- STUCK IN THE IDENTITY OF DARKHAWK -- FOUND HIMSELF PLANE-WRECKED ON A CARIBBEAN ISLAND.

THE GOOD NEWS IS -- HE SURVIVED THE CRASH. THE BAD NEWS -- WELL, SEE FOR YOURSELF...

WE'RE COMING FOR YOU, DARKHAWK!

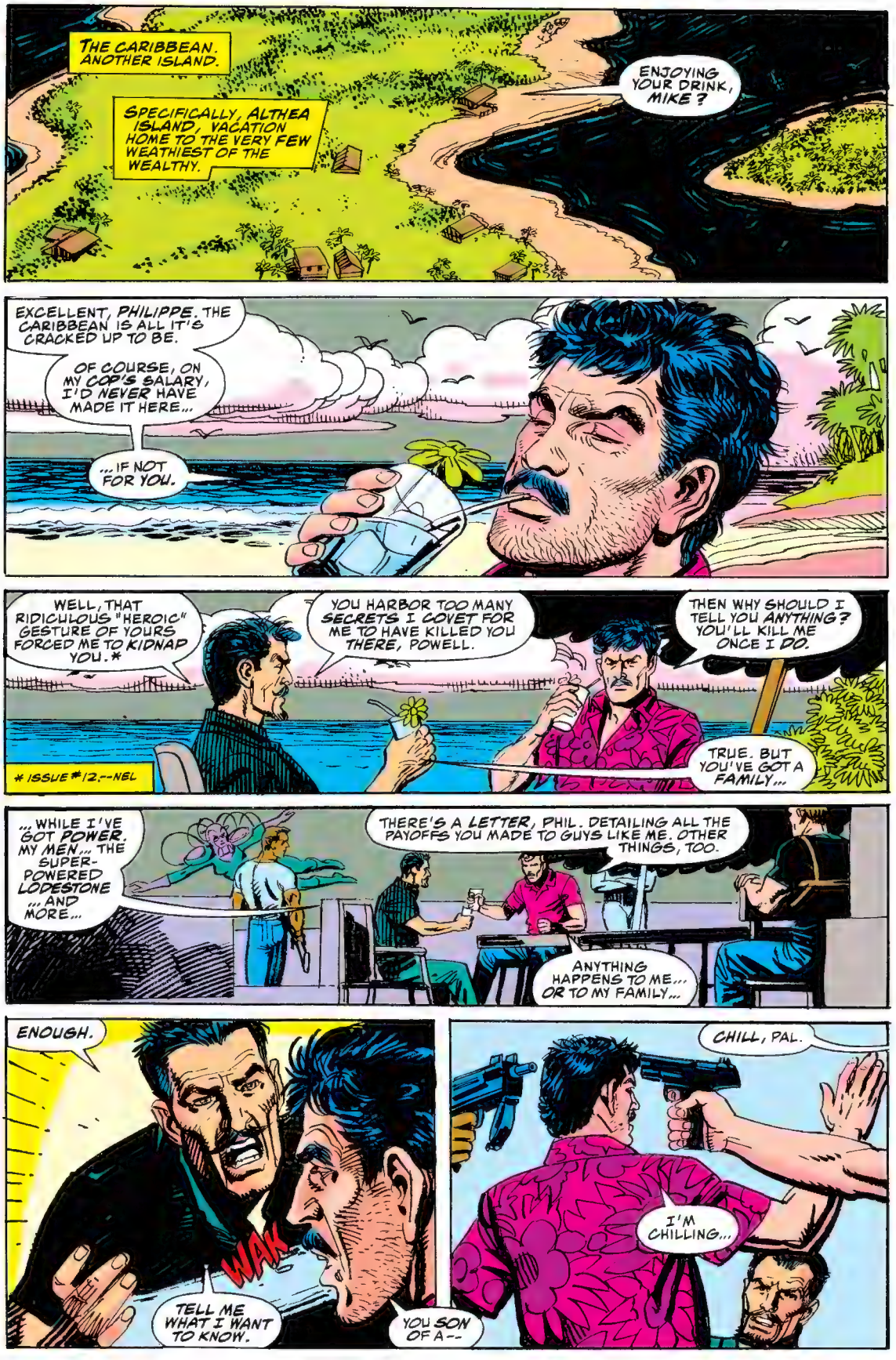
TONIGHT YOU'RE VENOM'S PREY!

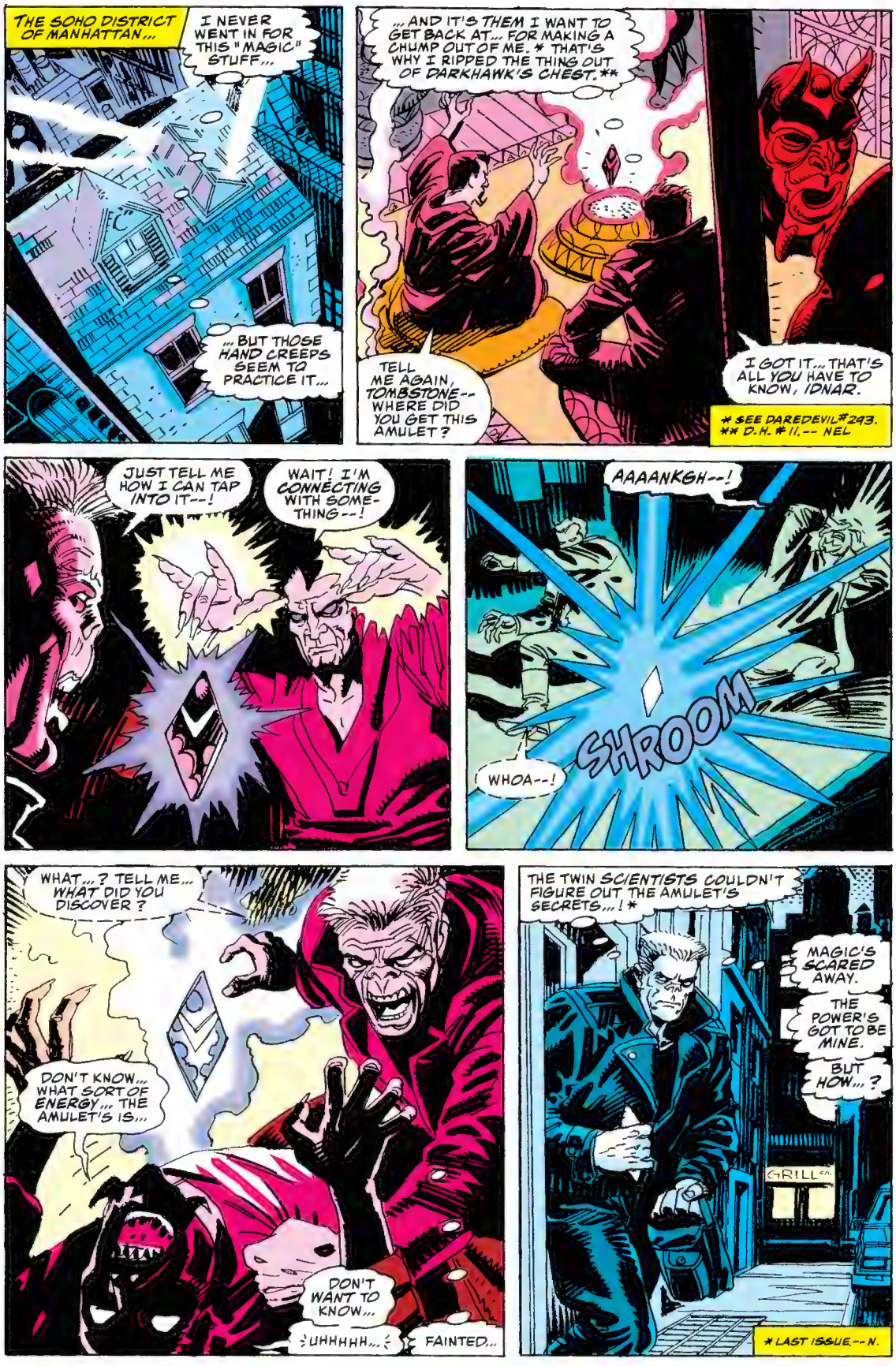
DANNY FINGEROTH WRITER / MIKE MANLEY PENCILER / RICARDO VILLAGRAN INKER / JOE ROSAS COLORIST / BILL OAKLEY LETTERER / NEL YOMTOV EDITOR / TOM DEFALCO EDITOR IN CHIEF

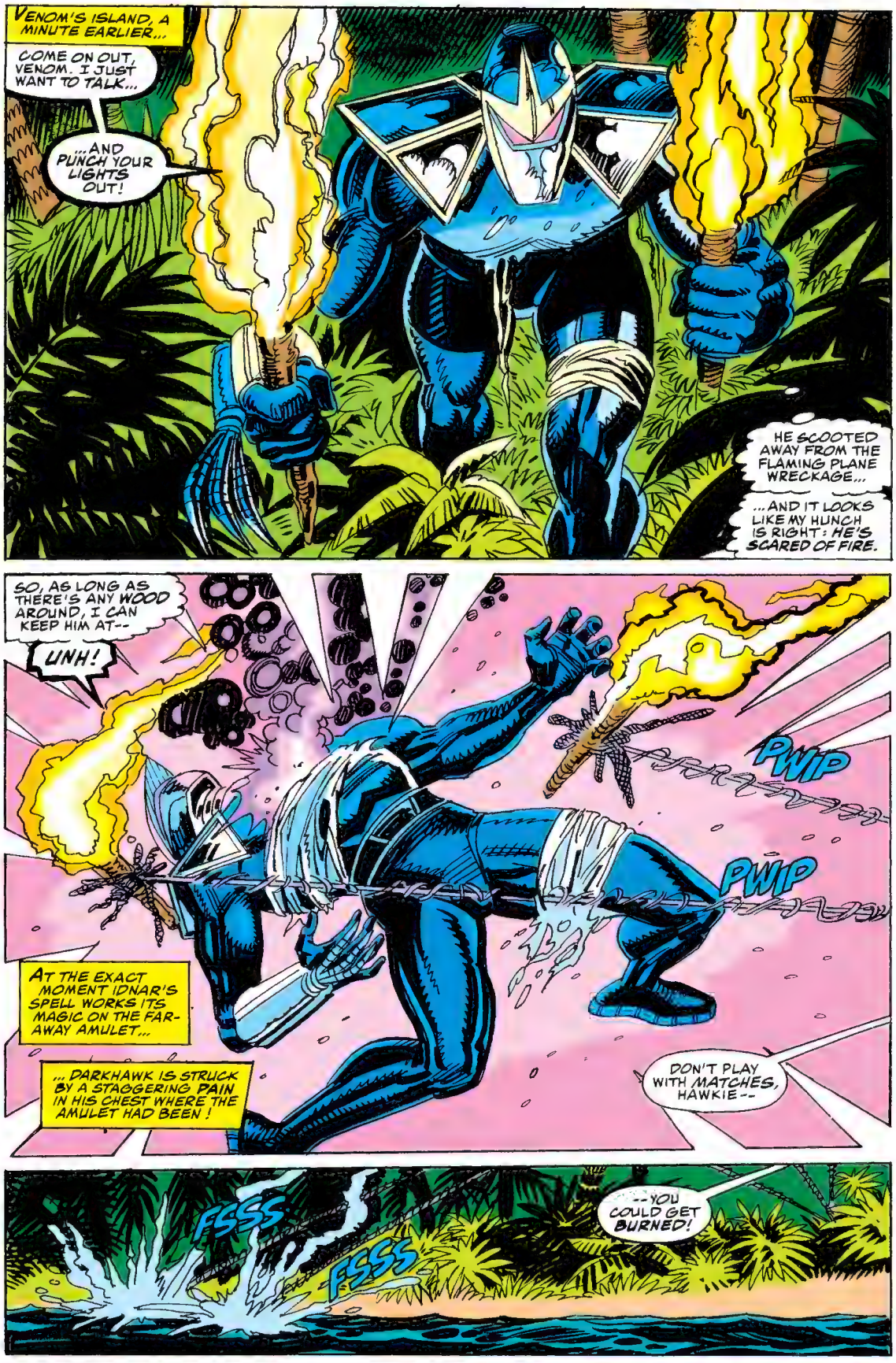

WHY ARE YOU TRYING TO KILL ME--?! I'VE DONE NOTHING TO YOU!
AND WE'RE GOING TO ENSURE THAT YOU NEVER DO!
NICE MOVE.
BUT YOU'LL NEVER ELUDE-- OR DEFEAT-- US!
WE CAN BE ANYWHERE-- ANYTHING--!
HA HA HA HA HA HA HA HA HA HA HA
HE... HE-- DISAPPEARED? IS HE INVISIBLE?
HA HA HA HA HA HA HA HA
HA HA HA
HA HA
HA HA HA
NO-- I SEE A SHIFTING SHAPE-- IT'S HIM--!
HE CAN CAMOUFLAGE HIMSELF--!
GOTCHA!
SKRAK!
NOT EVEN CLOSE, HAWK.

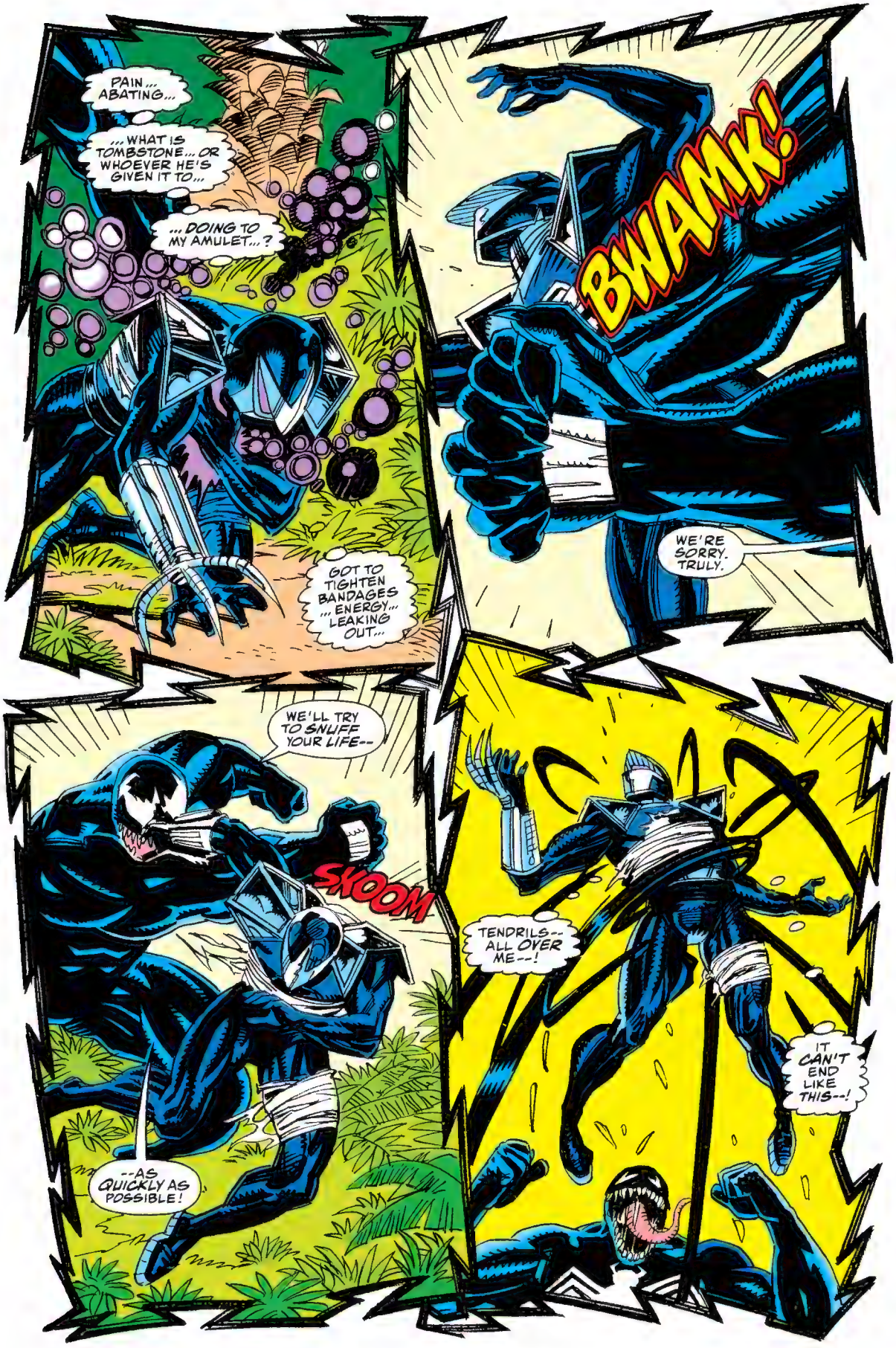
HERE WE ARE--!
WE WISH WE COULD TRUST YOU TO NOT REVEAL THAT YOU FOUND US HERE.
BUT WE CAN'T. IF THE WORLD FOUND OUT--
--THEY'D TRY TO PUT US BACK IN THAT HORRIBLE VAULT--*
--AND THAT WE CANNOT ALLOW!
* PRISON FOR SUPER-CRIMINALS.--NEL
WHAT'S ALL THIS "WE" STUFF? ALL I SEE IS YOU--!
FWING
ONE FROM EARTH--
--ONE FROM THE STARS--
--MARRIED IN A WAY NO HUMAN CAN EVER UNDER--
WHOA!
WE ARE TWO-IN-ONE, HAWK.
HUH--? HE HAD ME--THEN SWUNG AWAY...
...WHEN WE GOT CLOSE TO THE WRECKAGE...?
WHY...?

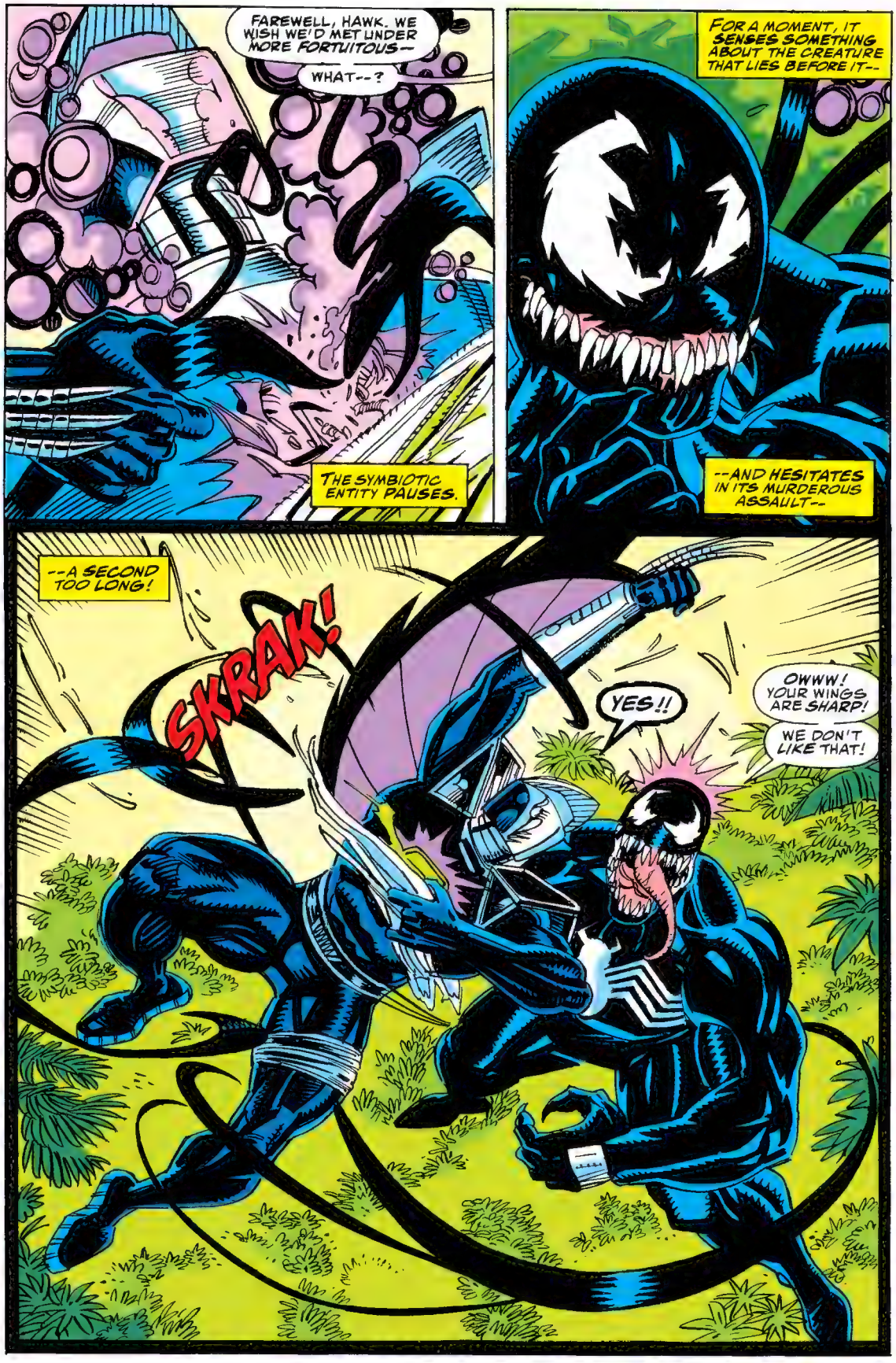
BOOTH MEMORIAL HOSPITAL, QUEENS, NEW YORK.
HE'S DYING, ISN'T HE, DOCTOR?
THERE'S A CHANCE YOUR BROTHER'LL PULL THROUGH, JONATHAN.
YOU THINK SO...?
HE DOESN'T KNOW... I SAW JASON'S CHARTS... AND KNOW ENOUGH TO UNDERSTAND THEM.
WHERE'S CHRIS WHEN WE NEED HIM...?
AND WHERE'S MOM?
THE LOWER EAST SIDE OF MANHATTAN...
GRACIE, GRACIE... WHAT ARE WE GOING TO DO WITH YOU...?
YOU CATCH US STEALING THE SAVAGE STEEL ARMOR*--YOU, AN ASSISTANT D.A. AND ALL...
* LAST ISSUE.--NEL
ARE WE SUPPOSED TO JUST LET YOU GO FREE?
FRED--MY HUSBAND AND YOU--ON THE FORCE TOGETHER FOR YEARS...
YOU KNOW I CAN KEEP A SECRET.
I KNOW YOU'VE GOT THIS PERSONAL CRUSADE FOR "JUSTICE" GOING, TOO. I DON'T KNOW WHAT YOU'D DO.
I KNOW HOW TO GUARANTEE YOU DON'T GIVE US AWAY, THOUGH...

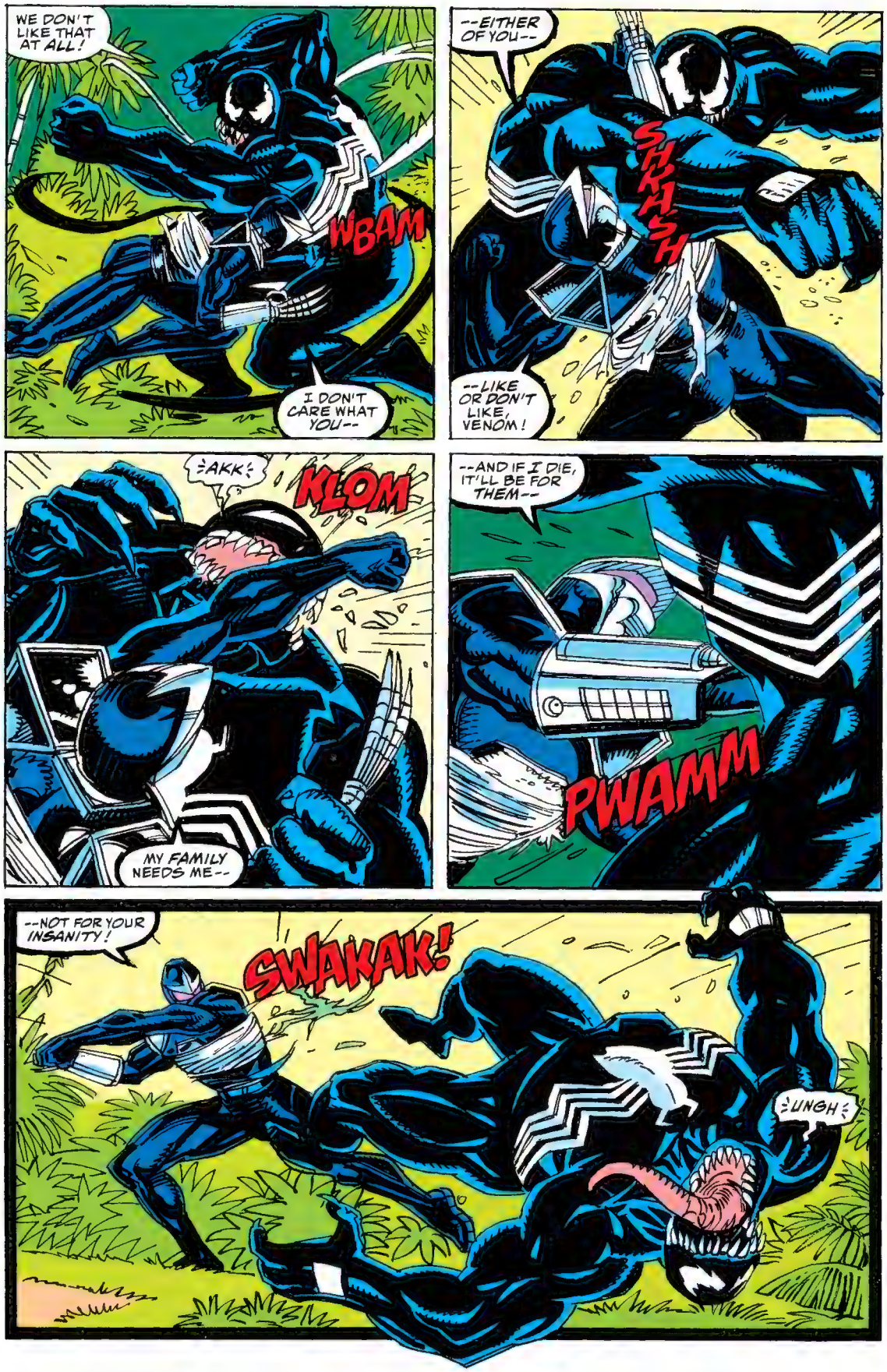

THE CARIBBEAN. ANOTHER ISLAND.
SPECIFICALLY, ALTHEA ISLAND, VACATION HOME TO THE VERY FEW WEATHIEST OF THE WEALTHY.
ENJOYING YOUR DRINK, MIKE?
EXCELLENT, PHILIPPE. THE CARIBBEAN IS ALL IT'S CRACKED UP TO BE.
OF COURSE, ON MY COP'S SALARY, I'D NEVER HAVE MADE IT HERE...
...IF NOT FOR YOU.
WELL, THAT RIDICULOUS "HEROIC" GESTURE OF YOURS FORCED ME TO KIDNAP YOU.*
YOU HARBOR TOO MANY SECRETS I COVET FOR ME TO HAVE KILLED YOU THERE, POWELL.
THEN WHY SHOULD I TELL YOU ANYTHING? YOU'LL KILL ME ONCE I DO.
TRUE. BUT YOU'VE GOT A FAMILY...
* ISSUE #12.--NEL
...WHILE I'VE GOT POWER. MY MEN... THE SUPER-POWERED LODESTONE ...AND MORE...
THERE'S A LETTER, PHIL. DETAILING ALL THE PAYOFFS YOU MADE TO GUYS LIKE ME. OTHER THINGS, TOO.
ANYTHING HAPPENS TO ME... OR TO MY FAMILY...
ENOUGH.
WAK
TELL ME WHAT I WANT TO KNOW.
YOU SON OF A--
CHILL, PAL.
I'M CHILLING...

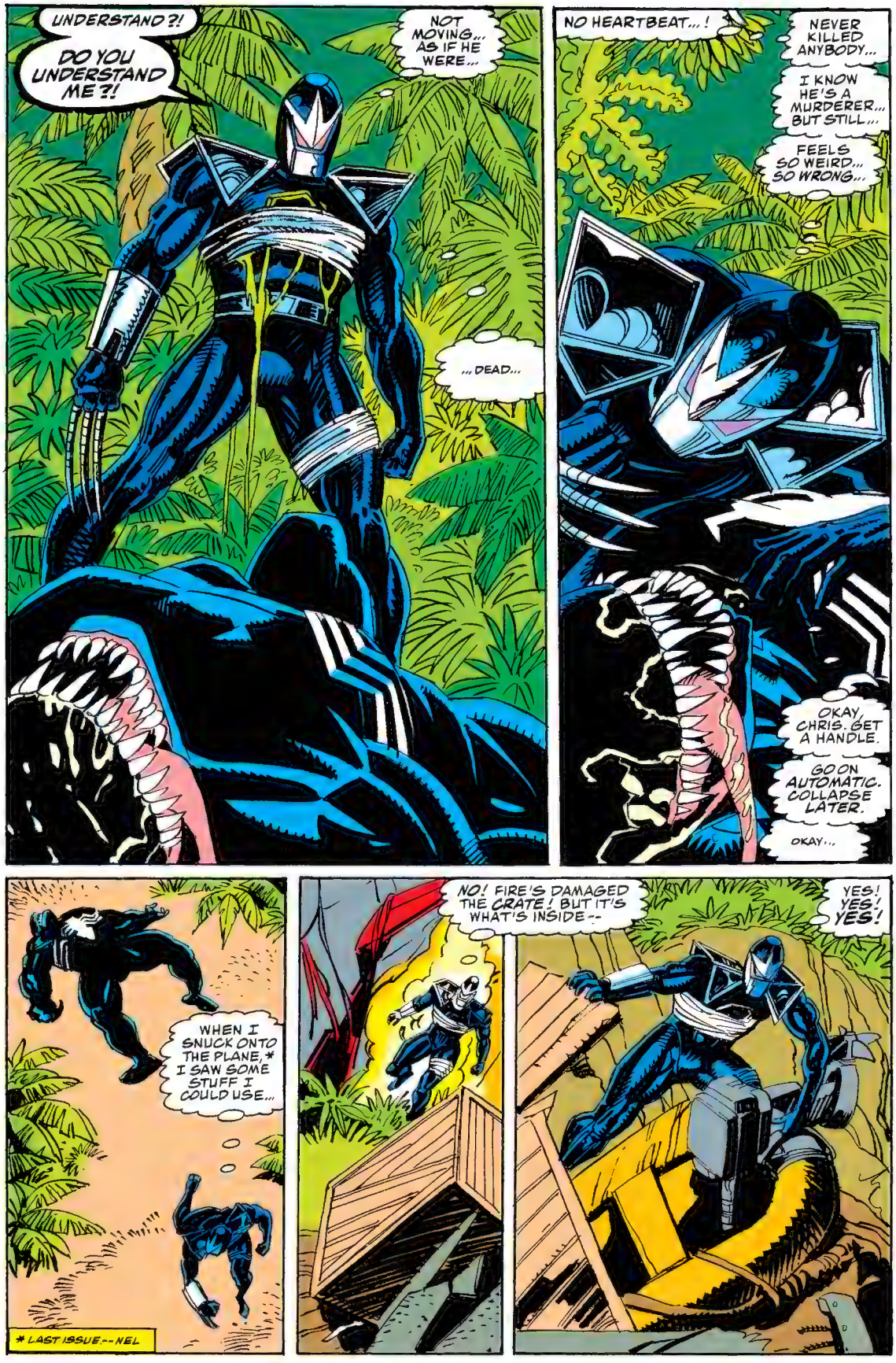

THE SOHO DISTRICT OF MANHATTAN...
I NEVER WENT IN FOR THIS "MAGIC" STUFF...
...BUT THOSE HAND CREEPS SEEM TO PRACTICE IT...
...AND IT'S THEM I WANT TO GET BACK AT... FOR MAKING A CHUMP OUT OF ME. * THAT'S WHY I RIPPED THE THING OUT OF DARKHAWK'S CHEST.**
TELL ME AGAIN, TOMBSTONE-- WHERE DID YOU GET THIS AMULET?
I GOT IT... THAT'S ALL YOU HAVE TO KNOW, IDNAR.
* SEE DAREDEVIL #293.
** D.H. #11, -- NEL
JUST TELL ME HOW I CAN TAP INTO IT--!
WAIT! I'M CONNECTING WITH SOME-THING--!
AAAANKGH--!
SHROOM
WHOA--!
WHAT...? TELL ME... WHAT DID YOU DISCOVER?
DON'T KNOW... WHAT SORT OF ENERGY... THE AMULET'S IS...
DON'T WANT TO KNOW...
UHHHHH...
FAINTED...
THE TWIN SCIENTISTS COULDN'T FIGURE OUT THE AMULET'S SECRETS...! *
MAGIC'S SCARED AWAY.
THE POWER'S GOT TO BE MINE.
BUT HOW...?
GRILL CO.
* LAST ISSUE.-- N.

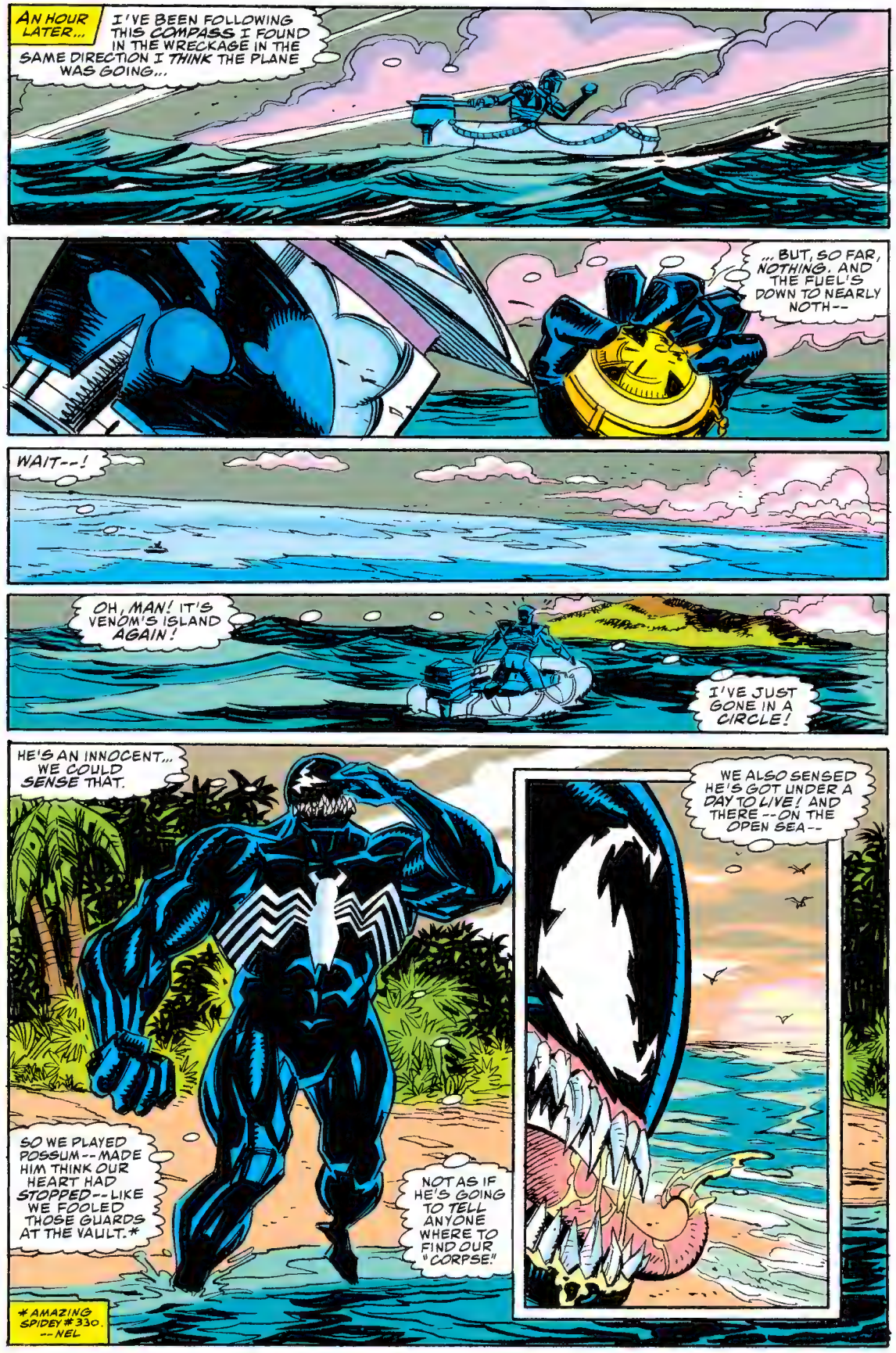

VENOM'S ISLAND, A MINUTE EARLIER...
COME ON OUT, VENOM. I JUST WANT TO TALK...
...AND PUNCH YOUR LIGHTS OUT!
HE SCOOTED AWAY FROM THE FLAMING PLANE WRECKAGE...
...AND IT LOOKS LIKE MY HUNCH IS RIGHT: HE'S SCARED OF FIRE.
SO, AS LONG AS THERE'S ANY WOOD AROUND, I CAN KEEP HIM AT--
UNH!
PWIP
PWIP
AT THE EXACT MOMENT IDNAR'S SPELL WORKS ITS MAGIC ON THE FAR-AWAY AMULET...
... DARKHAWK IS STRUCK BY A STAGGERING PAIN IN HIS CHEST WHERE THE AMULET HAD BEEN!
DON'T PLAY WITH MATCHES, HAWKIE--
FSSS
FSSS
--YOU COULD GET BURNED!


PAIN... ABATING...
...WHAT IS TOMBSTONE... OR WHOEVER HE'S GIVEN IT TO...
...DOING TO MY AMULET...?
GOT TO TIGHTEN BANDAGES ...ENERGY... LEAKING OUT...
BWAMK!
WE'RE SORRY. TRULY.
WE'LL TRY TO SNUFF YOUR LIFE--
SKOOM
--AS QUICKLY AS POSSIBLE!
TENDRILS-- ALL OVER ME--!
IT CAN'T END LIKE THIS--!

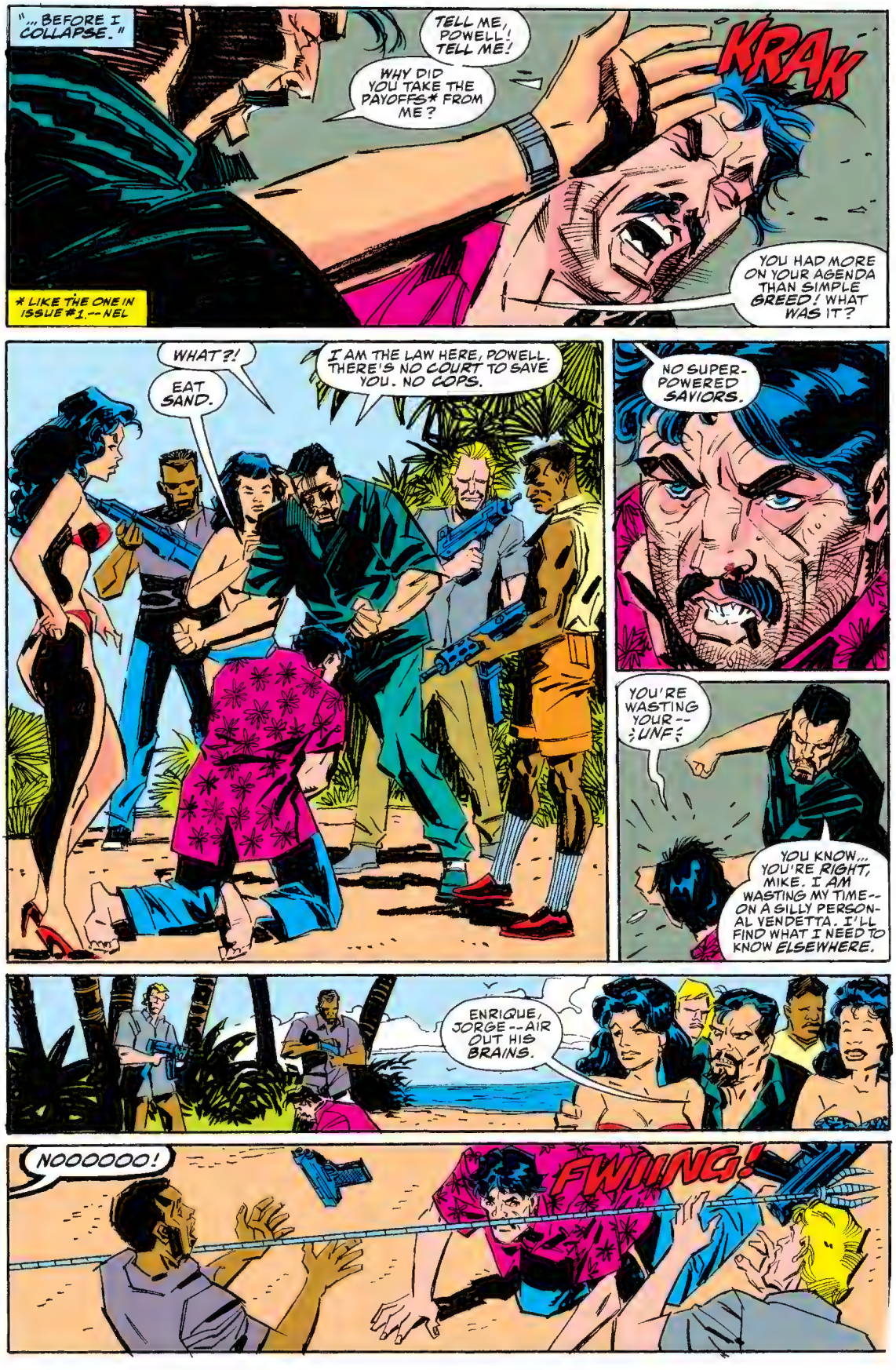

FAREWELL, HAWK. WE WISH WE'D MET UNDER MORE FORTUITOUS--
WHAT--?
THE SYMBIOTIC ENTITY PAUSES.
FOR A MOMENT, IT SENSES SOMETHING ABOUT THE CREATURE THAT LIES BEFORE IT--
--AND HESITATES IN ITS MURDEROUS ASSAULT--
--A SECOND TOO LONG!
SKRAK!
YES!!
OWWW! YOUR WINGS ARE SHARP!
WE DON'T LIKE THAT!


WE DON'T LIKE THAT AT ALL!
WBAM
I DON'T CARE WHAT YOU--
--EITHER OF YOU--
SHKASH
--LIKE OR DON'T LIKE, VENOM!
:AKK:
KLOM
MY FAMILY NEEDS ME--
--AND IF I DIE, IT'LL BE FOR THEM--
PWAMM
--NOT FOR YOUR INSANITY!
SWAKAK!
:UNGH:

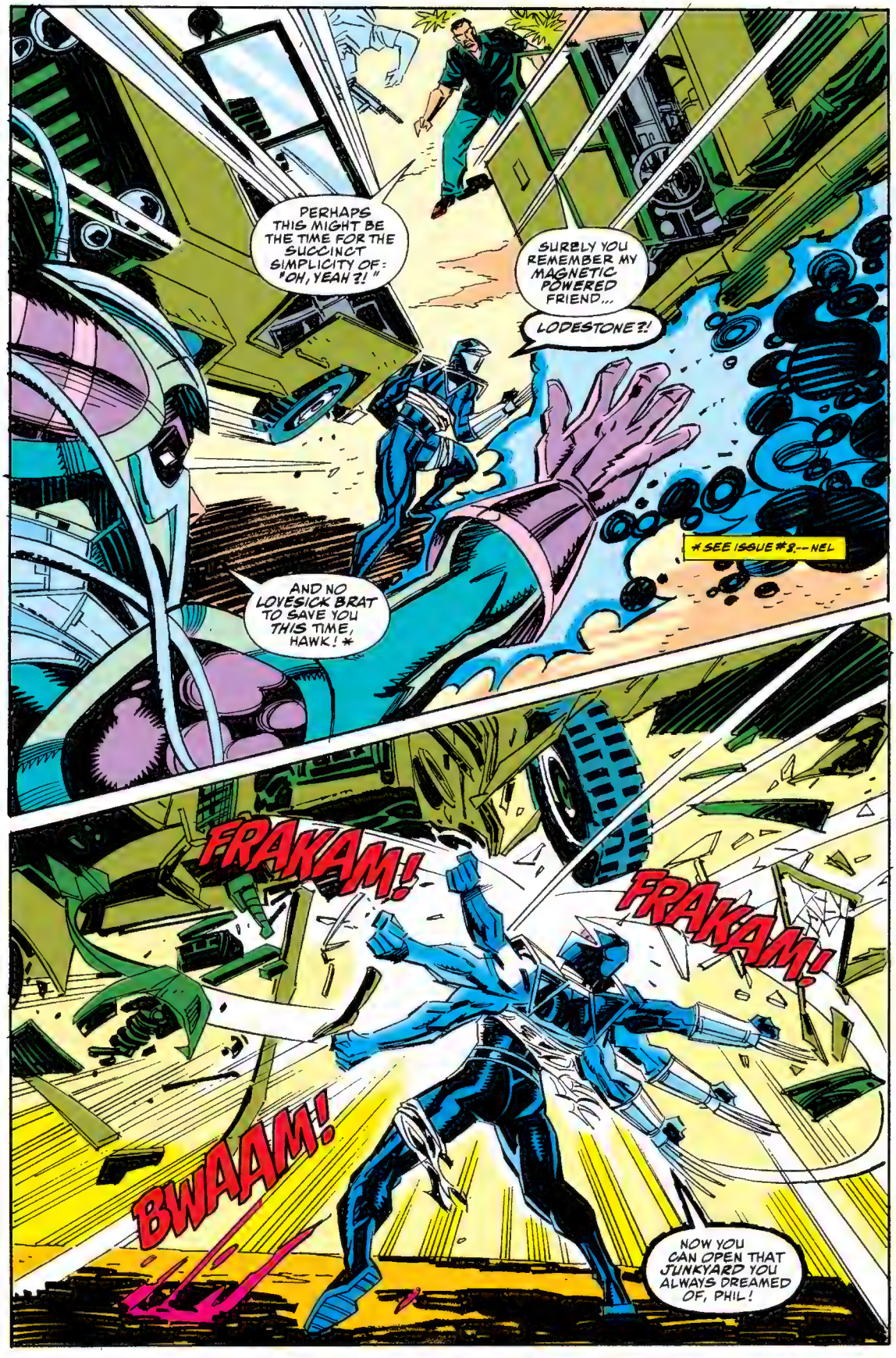

UNDERSTAND?!
DO YOU UNDERSTAND ME?!
NOT MOVING... AS IF HE WERE...
...DEAD...
NO HEARTBEAT...!
NEVER KILLED ANYBODY...
I KNOW HE'S A MURDERER... BUT STILL...
FEELS SO WEIRD... SO WRONG...
OKAY, CHRIS. GET A HANDLE.
GO ON AUTOMATIC. COLLAPSE LATER.
OKAY...
WHEN I SNUCK ONTO THE PLANE,* I SAW SOME STUFF I COULD USE...
* LAST ISSUE--NEL
NO! FIRE'S DAMAGED THE CRATE! BUT IT'S WHAT'S INSIDE--
YES! YES! YES!


AN HOUR LATER...
I'VE BEEN FOLLOWING THIS COMPASS I FOUND IN THE WRECKAGE IN THE SAME DIRECTION I THINK THE PLANE WAS GOING...
...BUT, SO FAR, NOTHING. AND THE FUEL'S DOWN TO NEARLY NOTH--
WAIT--!
OH, MAN! IT'S VENOM'S ISLAND AGAIN!
I'VE JUST GONE IN A CIRCLE!
HE'S AN INNOCENT... WE COULD SENSE THAT.
WE ALSO SENSED HE'S GOT UNDER A DAY TO LIVE! AND THERE--ON THE OPEN SEA--
SO WE PLAYED POSSUM--MADE HIM THINK OUR HEART HAD STOPPED--LIKE WE FOOLED THOSE GUARDS AT THE VAULT.*
NOT AS IF HE'S GOING TO TELL ANYONE WHERE TO FIND OUR "CORPSE."
*AMAZING SPIDEY #330. --NEL

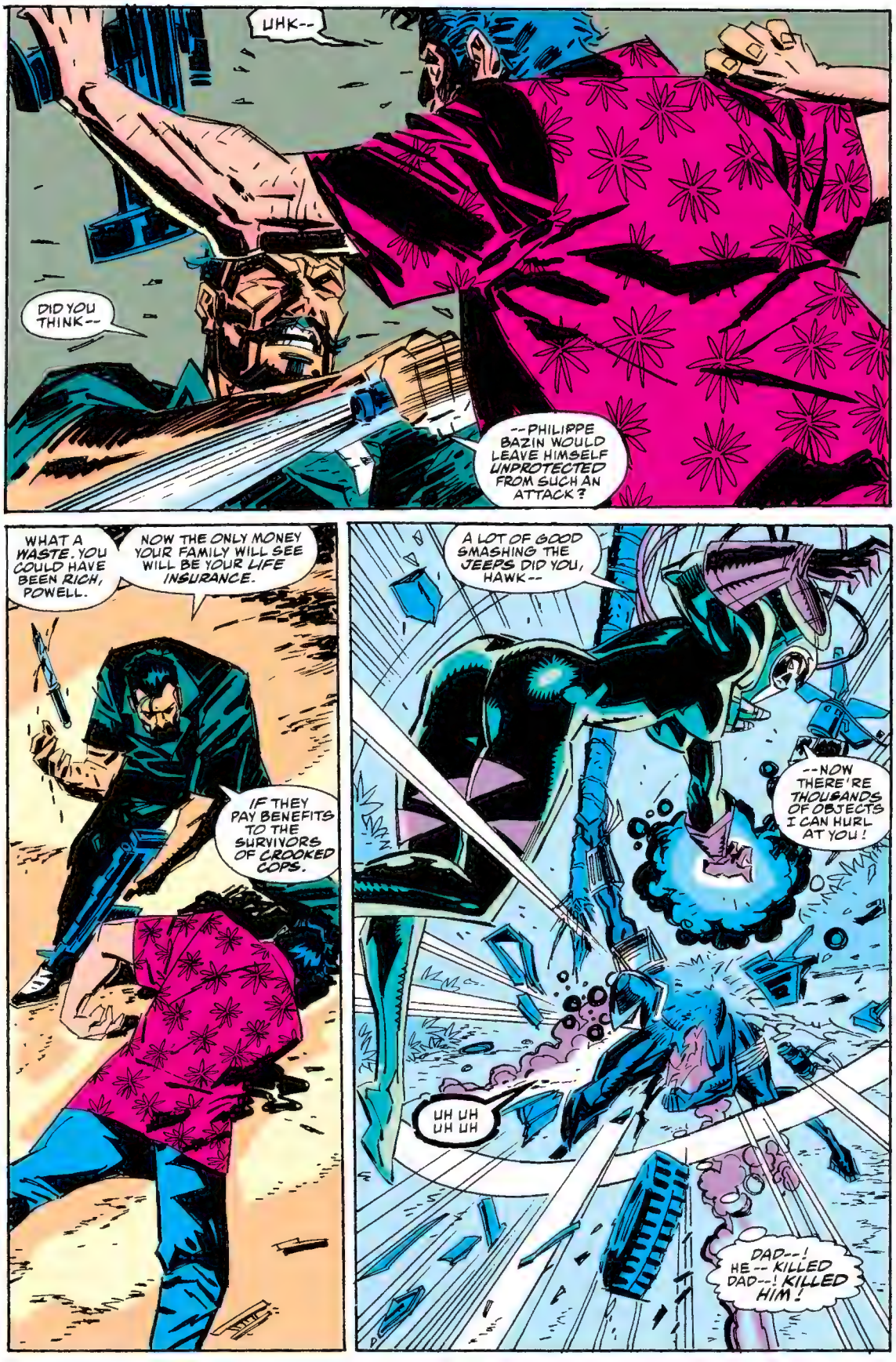
"--HE WON'T LAST THAT LONG."
NEXT MOVE... NEXT MOVE... FIGURE IT OUT, CHRIS...
OUT OF GAS... NOWHERE TO--
MY FRIENDS--
--MR. BAZIN WILL REWARD US RICHLY--
--WHEN WE BRING HIM THE DARKHAWK'S HEAD, NO?
LET'S COMMENCE THE CUTTIN'!
BAZIN! THEN I DID GET HERE!!
FWING
BWAK!
NO WAY, CHARLIE!
SPAAD!
BWIIK
YOU GUYS ARE THE PRELIMIN-ARIES--!
I'M HERE FOR THE MAIN --UNHH!
FWAM!
OPENED-- MY WOUND!
BUT... I BEAT THEM!
GAAG!
GOT TO... FIND BAZIN...

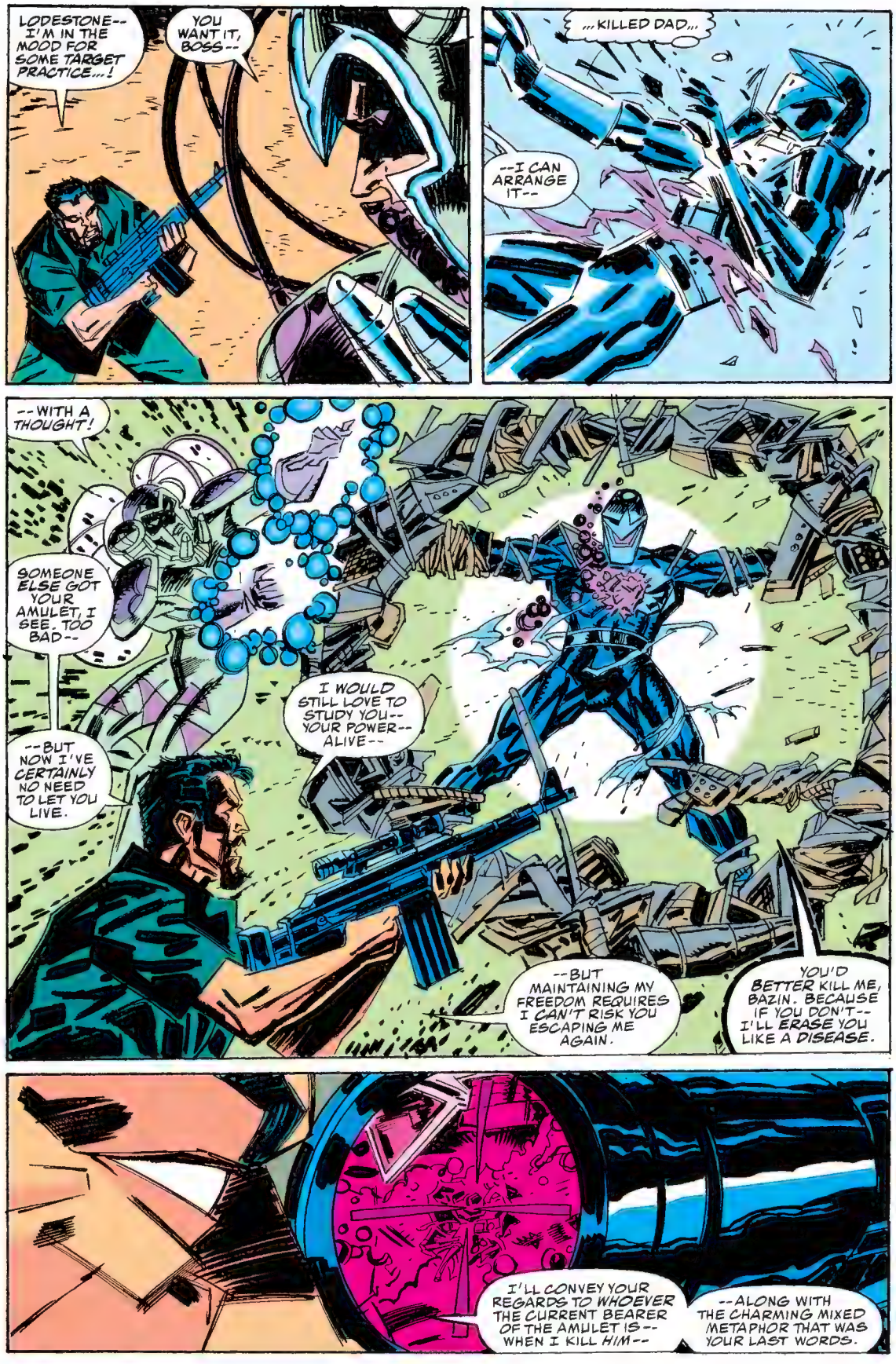

"... BEFORE I COLLAPSE."
TELL ME, POWELL! TELL ME!
WHY DID YOU TAKE THE PAYOFFS* FROM ME?
KRAK
YOU HAD MORE ON YOUR AGENDA THAN SIMPLE GREED! WHAT WAS IT?
* LIKE THE ONE IN ISSUE #1.-- NEL
WHAT?!
EAT SAND.
I AM THE LAW HERE, POWELL. THERE'S NO COURT TO SAVE YOU. NO COPS.
NO SUPER-POWERED SAVIORS.
YOU'RE WASTING YOUR-- UNF!
YOU KNOW... YOU'RE RIGHT, MIKE. I AM WASTING MY TIME-- ON A SILLY PERSONAL VENDETTA. I'LL FIND WHAT I NEED TO KNOW ELSEWHERE.
ENRIQUE, JORGE--AIR OUT HIS BRAINS.
NOOOOOO!
FWIING!

FORGET POWELL! KILL THE DARKHAWK!
WAM!
BWAK!
WHAT'S THE MATTER, PHILIPPE--
RIIIP!
--DON'T WANT TO DISSECT ME ANYMORE?
BWOK
SHOMP
OH, I DEFINITELY DO.
I'VE JUST DECIDED IT'D BE MORE CONVENIENT TO DO IT TO YOUR REMAINS.
BAZ-MAN-- WHEN I FINISH WITH YOU...
...THERE WON'T BE ANY REMAINS REMAINING!

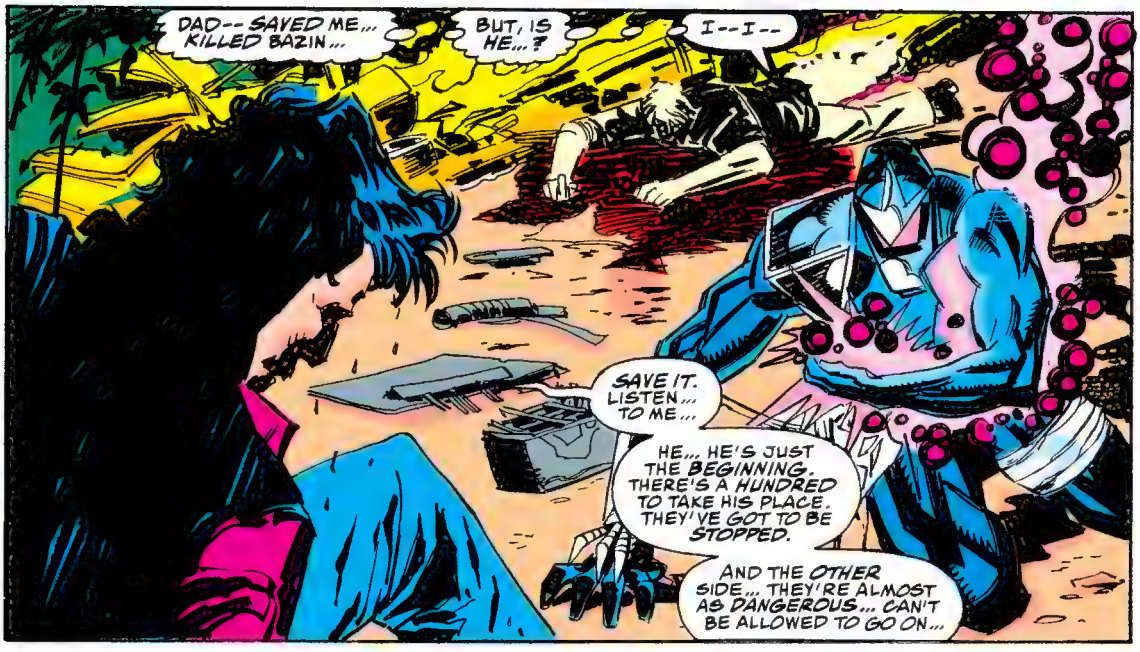

PERHAPS THIS MIGHT BE THE TIME FOR THE SUCCINCT SIMPLICITY OF: "OH, YEAH?!"
SURELY YOU REMEMBER MY MAGNETIC POWERED FRIEND...
LODESTONE?!
* SEE ISSUE #3.--NEL
AND NO LOVESICK BRAT TO SAVE YOU THIS TIME, HAWK! *
FRAKAM!
FRAKAM!
BWAAM!
NOW YOU CAN OPEN THAT JUNKYARD YOU ALWAYS DREAMED OF, PHIL!

REMEMBER THE PAIN I CAUSED YOU LAST TIME, HAWK?
THAT'LL SEEM LIKE FUN COMPARED TO WHAT YOU'LL GET NOW!
GIVE ME THAT, JORGE-- YOU'RE CERTAINLY NOT MAKING USE OF IT!
YOU ARE INJURED-- WEAKENED-- DARKHAWK.
LET'S SEE HOW A FEW DOZEN ROUNDS AFFECT YOUR HEALTH.
YOU WON'T GET THE CHANCE, BAZIN!
UNF!
GIVE ME THAT--!


UHK--
DID YOU THINK--
--PHILIPPE BAZIN WOULD LEAVE HIMSELF UNPROTECTED FROM SUCH AN ATTACK?
WHAT A WASTE. YOU COULD HAVE BEEN RICH, POWELL.
NOW THE ONLY MONEY YOUR FAMILY WILL SEE WILL BE YOUR LIFE INSURANCE.
IF THEY PAY BENEFITS TO THE SURVIVORS OF CROOKED COPS.
A LOT OF GOOD SMASHING THE JEEPS DID YOU, HAWK--
--NOW THERE'RE THOUSANDS OF OBJECTS I CAN HURL AT YOU!
UH UH UH UH
DAD--! HE--KILLED DAD--! KILLED HIM!


LODESTONE--I'M IN THE MOOD FOR SOME TARGET PRACTICE...!
YOU WANT IT, BOSS--
...KILLED DAD...
--I CAN ARRANGE IT--
--WITH A THOUGHT!
SOMEONE ELSE GOT YOUR AMULET, I SEE. TOO BAD--
--BUT NOW I'VE CERTAINLY NO NEED TO LET YOU LIVE.
I WOULD STILL LOVE TO STUDY YOU--YOUR POWER--ALIVE--
--BUT MAINTAINING MY FREEDOM REQUIRES I CAN'T RISK YOU ESCAPING ME AGAIN.
YOU'D BETTER KILL ME, BAZIN. BECAUSE IF YOU DON'T--I'LL ERASE YOU LIKE A DISEASE.
I'LL CONVEY YOUR REGARDS TO WHOEVER THE CURRENT BEARER OF THE AMULET IS--WHEN I KILL HIM--
--ALONG WITH THE CHARMING MIXED METAPHOR THAT WAS YOUR LAST WORDS.

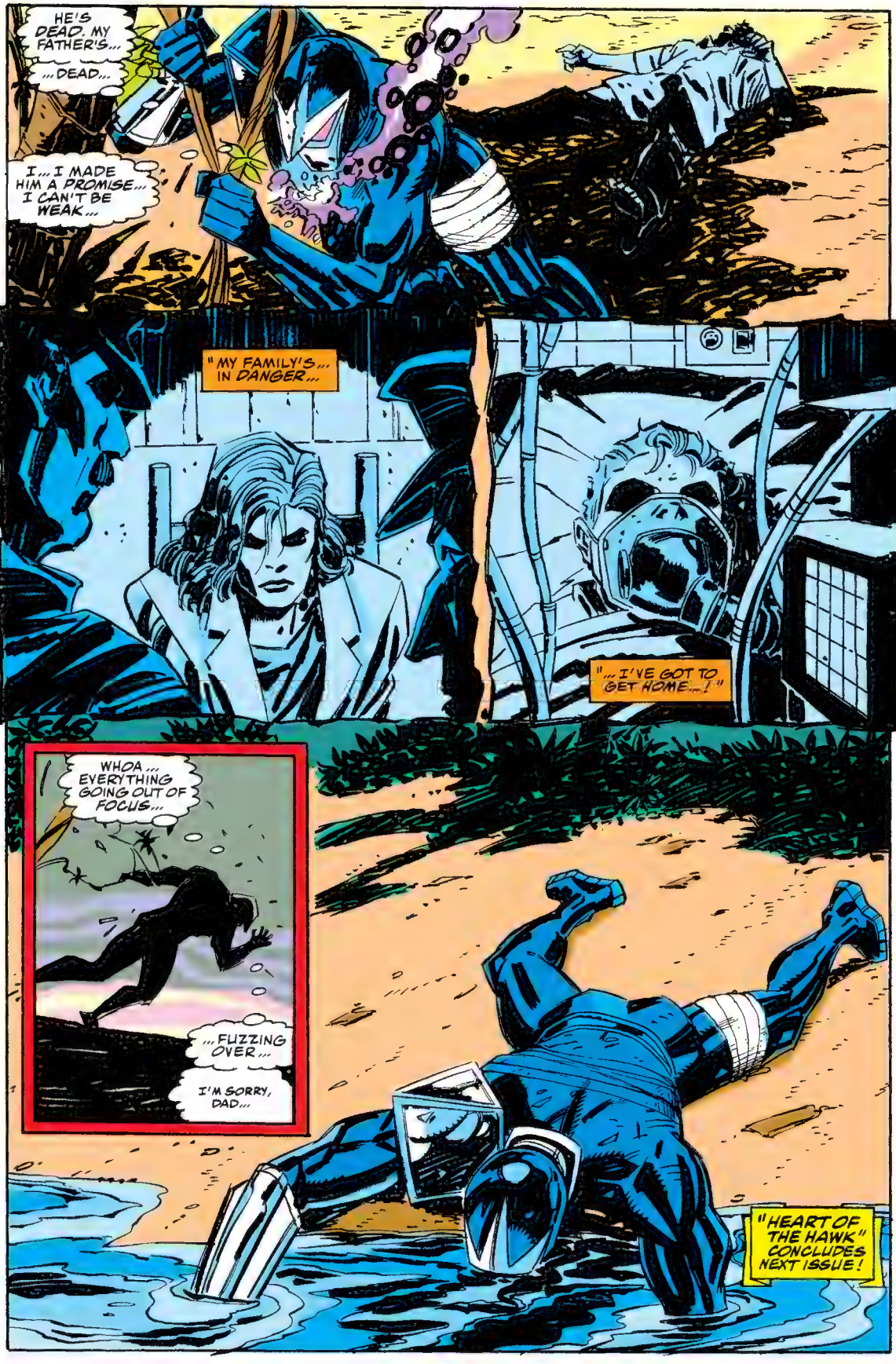
DUH
BOOM
PHILIPPE!
AAAAGH!
F-FOCUSED MY DARK-FORCE BLAST --EVEN WITHOUT MY AMULET--!
BUT THE PAIN--
BWUMP!


DAD-- SAVED ME... KILLED BAZIN...
BUT, IS HE...?
I--I--
SAVE IT. LISTEN... TO ME...
HE... HE'S JUST THE BEGINNING. THERE'S A HUNDRED TO TAKE HIS PLACE. THEY'VE GOT TO BE STOPPED.
AND THE OTHER SIDE... THEY'RE ALMOST AS DANGEROUS... CAN'T BE ALLOWED TO GO ON...

YOU... YOU COULD MAKE THINGS RIGHT... BE THE EDGE...
MY FAMILY... YOU HAVE SOME CONNECTION TO THEM...
PROMISE ME... YOU WON'T GIVE UP...
...YOU'LL KEEP THEM SAFE...

...PROMISE!
I... I SWEAR...
TH-THANK... Y...

NOOOOOO


HE'S DEAD. MY FATHER'S...
...DEAD...
I... I MADE HIM A PROMISE... I CAN'T BE WEAK...
"MY FAMILY'S... IN DANGER..."
"...I'VE GOT TO GET HOME...!"
WHOA... EVERYTHING GOING OUT OF FOCUS...
...FUZZING OVER...
I'M SORRY, DAD...
"HEART OF THE HAWK" CONCLUDES NEXT ISSUE!

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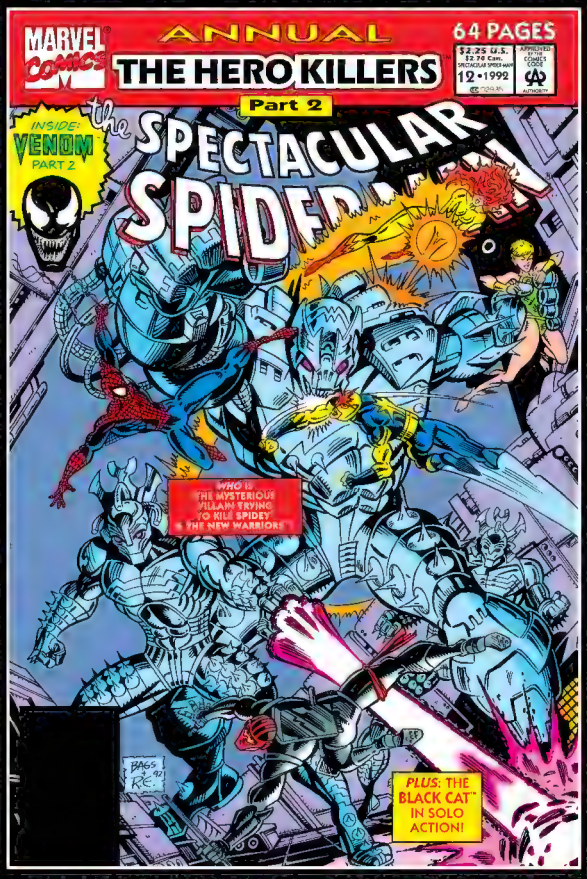
PLUS: A SOLO TALE OF VENOM
the AMAZING SPIDER-MAN
AT LAST SPIDEY AND THE NEW WARRIORS TOGETHER!
PLUS: A SOLO ADVENTURE OF SOLO! AND MUCH MORE!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WHO IS THE MYSTERIOUS VILLAIN TRYING TO KILL SPIDEY & THE NEW WARRIORS?
PLUS: THE BLACK CAT IN SOLO ACTION!

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WEB OF SPIDER-MAN
INSIDE: THE DEATH OF A HERO!
THE DEADLIEST FOES OF ALL -- AGAINST SPIDEY AND THE NEW WARRIORS!
BUT WHO IS THE MASTER MIND BEHIND EVERYTHING?

ONCE UPON A TIME...
...A VERY DARK TIME...
FATHER, FORGIVE ME.
I... I KNOW TAKING ONE'S OWN LIFE IS A MORTAL SIN.
BUT, PLEASE! TRY TO UNDERSTAND!
I DON'T HAVE ANYTHING LEFT! NO FRIENDS, NO FAMILY, NO JOB!
NOT EVEN HOPE! THEY WERE ALL TAKEN FROM ME--
--WHEN THAT UNHOLY MONSTER, THAT SPIDER-MAN, DESTROYED MY CAREER!
I - I KNOW WE'RE SUPPOSED TO LOVE OUR BROTHER, BUT I CAN'T HELP IT!
I HATE SPIDER-MAN! AND I'D DO ANYTHING... ANYTHING TO PAY HIM BACK FOR WHA--
--WHAT?!

FOR MANY MONTHS, A DEADLY SPECTRE HAS HAUNTED SPIDER-MAN; AN IMPLACABLE ENGINE OF VENGEANCE THAT WAS ONCE NEWS REPORTER EDDIE BROCK.
SO LETHAL, SO RANCOROUS IS THE CREATURE THAT EDDIE BECAME, THAT IT ROSE TO A LEVEL OF MYTH ON THE MEAN STREETS OF NEW YORK. BUT EVEN LEGENDS HAVE BEGINNINGS.
AND THIS IS THE BEGINNING OF...
...VENOM!
STAN LEE PRESENTS:
FIRST KILL!
PART ONE
DAVID MICHELINIE, WRITER
AARON LOPRESTI, PENCILER
BRUCE JONES, INKER
RICK PARKER, LETTERER
KEVIN TINSLEY, COLORIST
DANNY FINGEROTH, EDITOR
T. DEFALCO, CHIEF

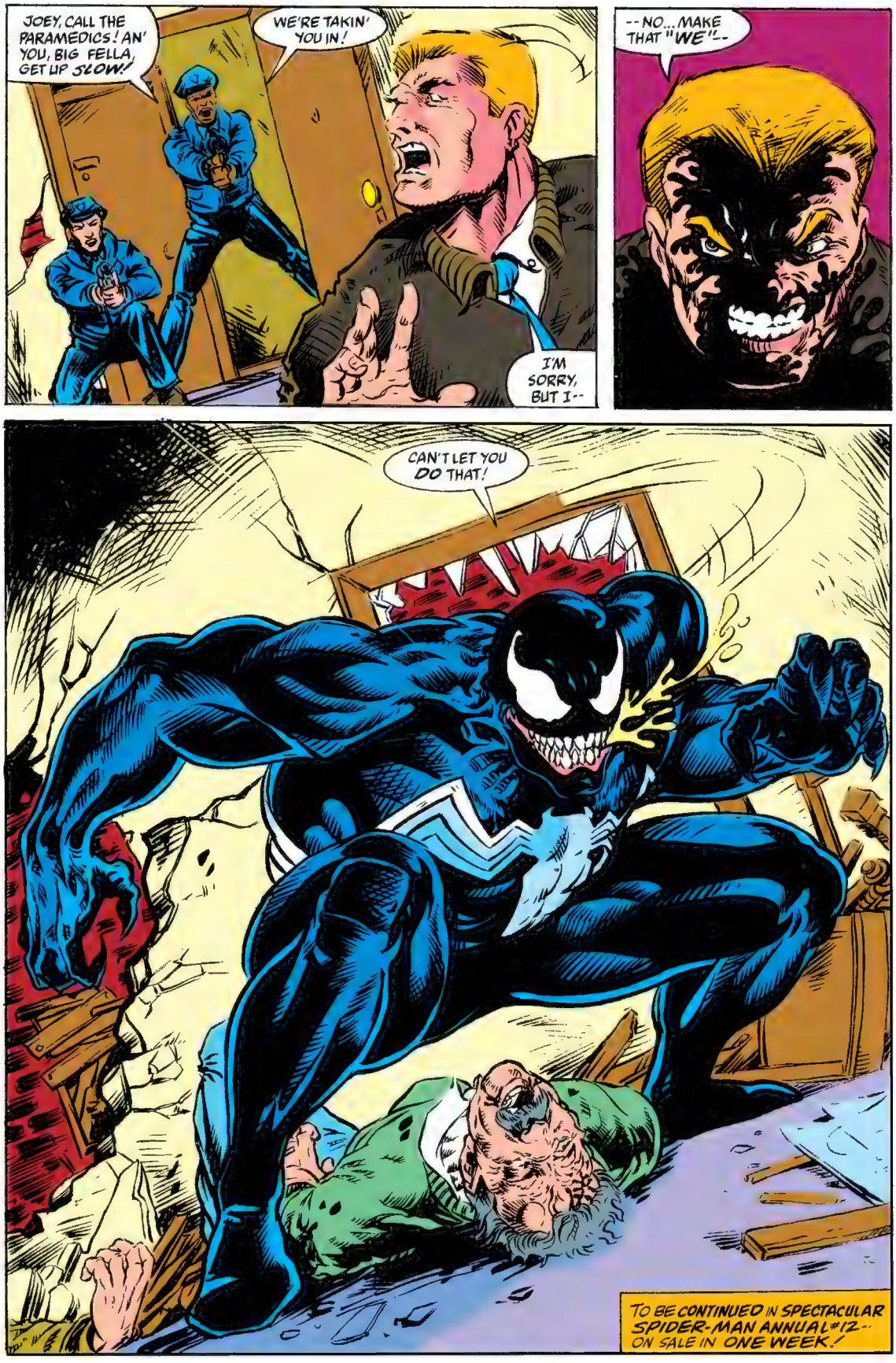
HOURS LATER, ON A SHABBY STREET IN THE SOUTH BRONX...
THIS... THIS THING IS ALL OVER ME! MIMICKING MY CLOTHES!
IT TALKS TO ME INSIDE MY HEAD! SAYS IT CAME FROM OUTER SPACE!
AND IT MEANS ME NO HARM! SOMEHOW, I KNOW IT'S TELLING THE TRUTH, BUT...
...WHAT DO I DO NOW?
SEÑOR BROCK! EDDIE!
HNH? OH, UH, HI, MR. MENDEZ.
I'VE FINISHED MY INVENTION, EDDIE! I'M TAKING IT TO THE PATENT OFFICE IN THE MORNING!
PABLO AND I ARE HAVING SOME WINE -- WELL, SELTZER FOR PABLO -- TO CELEBRATE!
COME! JOIN US!
I... I'M SORRY, ERNESTO. I - I REALLY GOT A LOT ON MY MIND RIGHT NOW.
OH, THAT'S TOO BAD, EDDIE. I HOPE THINGS WORK OUT FOR YOU.

THINGS'D WORK OUT FOR US IF YOU'D SELL YOUR VALVE DESIGN TO MR. MARKHAM! HE OFFERED A FORTUNE FOR EXCLUSIVE RIGHTS!
HOW MANY TIMES I TELL YOU, PABLO? THAT VALVE IS FOR THE WORLD!
IT WILL SAVE FUEL, CUT POLLUTION! IT'S TO MAKE THINGS BETTER--
--NOT MAKE THE GREEDY RICH!
WAKE UP AN' SNIFF REALITY, UNCLE!
YOU'VE BEEN A GREASE MONKEY ALL YOUR LIFE! NOW YOU'VE GOT A WAY TO MAKE IT PAY BIG, AN' YOU WANT TO GIVE IT AWAY!
IN MY DAY, PABLO, WE HAD MORE RESPECT FOR OUR ELDERS.
DON'T BE A SAP!
AND FOR OURSELVES...!
I FEEL POWER FLOWING THROUGH ME! BECAUSE OF... OF...
...AN ALIEN?! HOW CAN I BELIEVE--
--HUH?! I-IT LIFTED THAT 500 lb. BARBELL, AND I DIDN'T EVEN FEEL A STRAIN! OKAY, I BELIEVE!
BUT WHY ME? WHY SHOULD I HAVE THIS POWER?
DO I EVEN WANT IT?
SPIDER-MA

THIS IS ALL SPIDER-MAN'S FAULT! IF HE HADN'T STUCK HIS NOSE IN, EXPOSED MY GREATEST STORY AS AN UNWITTING FAKE--
--NONE OF THIS WOULD HAVE HAPPENED! HE--
--WHAT?
YOU HATE HIM, TOO? YOU SENSED OUR SHARED LOATHING, AND THAT'S WHY YOU CAME TO ME?
YOU THINK THAT TOGETHER WE COULD--
NOOOO!
--?!
KREEESH
THAT'S THE MENDEZ PLACE!
YOU SHOULDN'TA HELD OUT, PANCHO! MR. M. ALWAYS GETS WHAT HE WANTS! NOW WE GOTTA MAKE SURE--
--THERE AIN'T NO WITNESSES!

TOO LATE.
KEITH! GET IN HERE! WE GOT ANOTHER ONE!
WHOK
SNIK!
OOOOOF!
C-CAREFUL, KEITH! LOOKS LIKE THIS GUY WORKS OUT!
THA'S OKAY--
--SO DO I!
AN' THERE AIN'T A MAN ALIVE WHO CAN BREAK MY SQUID-LOCK HOLD WITHOUT--

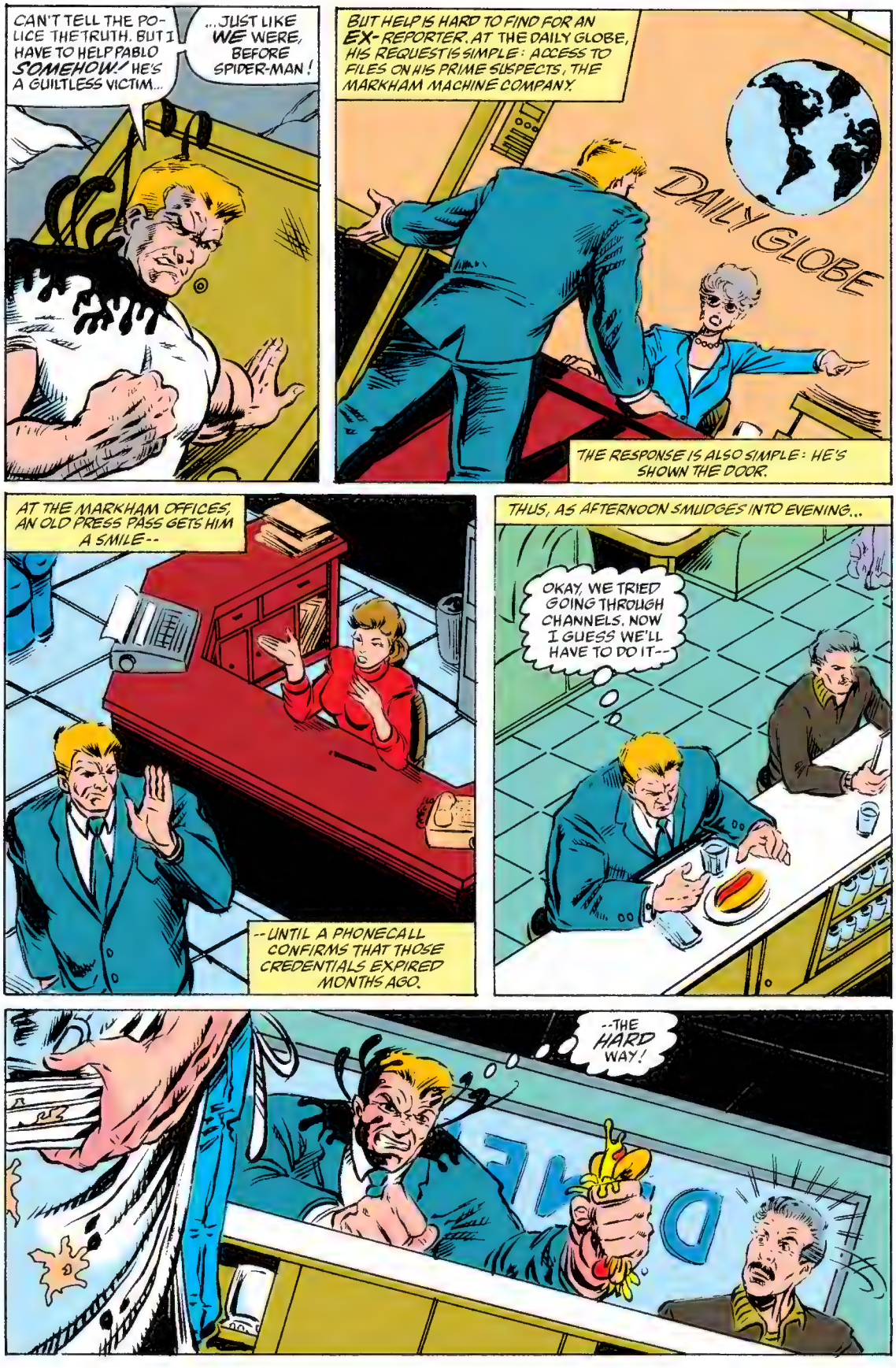
..HELP?
WH-WHAT'S THAT BLACK STUFF? WHAT THE BLAZES ARE YOU?!
I DON'T KNOW.
BRAKASH
THE OTHERS TOOK OFF! BUT--
-- MR. MENDEZ!
M... MARKHAM... MACHINE COMPANY! TH-THEY ;koff; TOOK MY INVENTION!
BUT, EDDIE... TH-THEY TOOK... PABLO, TOO! HELP HIM! ;K-koff; PROMISE... P-PROMISE ME... ;
ERNESTO! ERNESTO!
FREEZE!

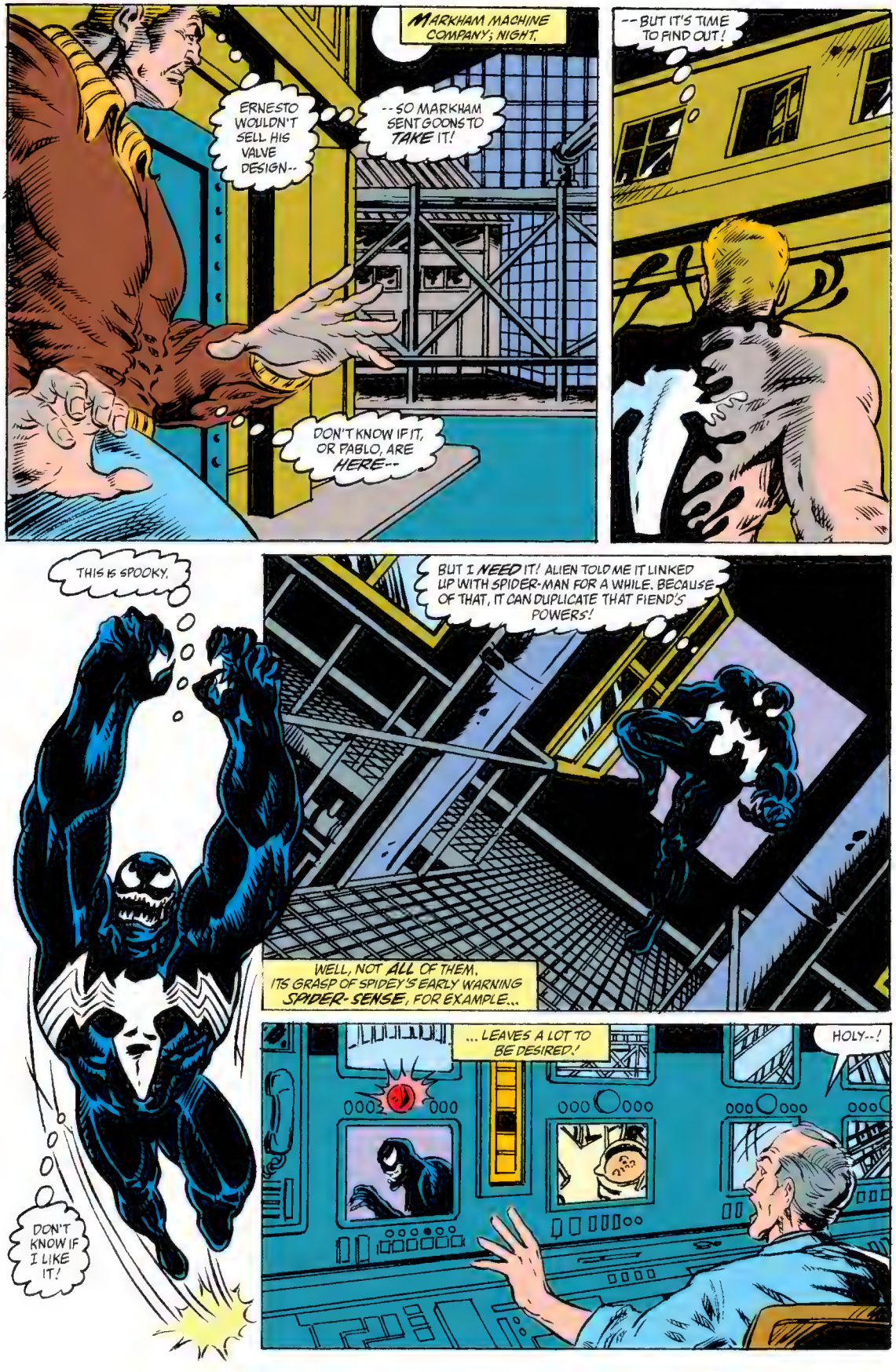

JOEY, CALL THE PARAMEDICS! AN' YOU, BIG FELLA, GET UP SLOW!
WE'RE TAKIN' YOU IN!
I'M SORRY, BUT I--
--NO... MAKE THAT "WE"--
CAN'T LET YOU DO THAT!
TO BE CONTINUED IN SPECTACULAR SPIDER-MAN ANNUAL #12-- ON SALE IN ONE WEEK!

HE WAS EDDIE BROCK. HE WILL BE...
...VENOM!
...BUT RIGHT NOW, HE'S A BEAT COP'S WORST NIGHTMARE!
WE DIDN'T KILL ERNESTO MENDEZ!
BUT WE KNOW WHO DID, AND IF YOU THINK YOU'LL STOP US FROM FINDING THEM--
--YOU'RE DEAD WRONG!
CONTINUING THE UNTOLD STORY OF VENOM'S FIRST ADVENTURE!
STAN LEE PRESENTS:
FIRST KILL!
PART TWO
DAVID MICHELINIE writer
AARON LOPRESTI penciler
BRUCE JONES inker
RICK PARKER letterer
BOB SHAREN colorist
DANNY FINGEROTH editor
TOM DEFALCO, editor in chief

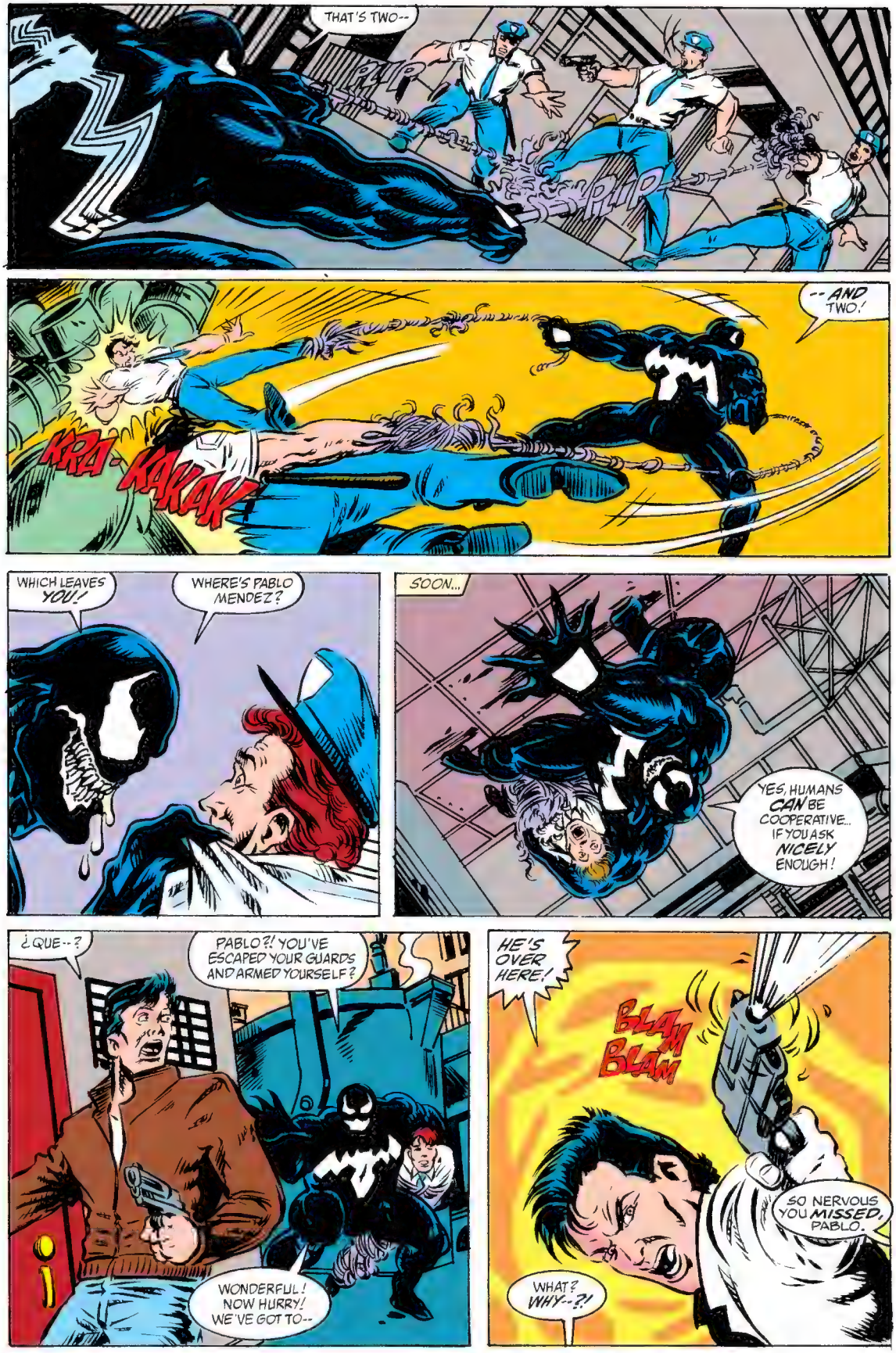
THAT SHOULD STUN YOU, KNOCK SENSE INTO YOU WITHOUT DOING REAL DAMAGE!
NOW MAYBE YOU'LL LEAVE US ALO--
BDAM
WHA--I'VE BEEN SHOT!
I...HAVEN'T BEEN SHOT?! MY ALIEN CLOTHING STOPPED THE BULLET! SPIT IT OUT!
AND I BARELY FELT A NUDGE...!
PLIP PLIP
NO MORE SHOOTING!
BULLETS MAY NOT HURT US, BUT THEY COULD GO THROUGH WALLS, KILL INNOCENT BYSTANDERS! AND WE CAN'T ALLOW--
--eh? SIRENS!
SORRY, OLD FRIEND.
THERE'S NOTHING WE CAN DO FOR YOU NOW.

BUT MAYBE I CAN STILL HELP ERNESTO'S NEPHEW PABLO!
IF I CAN JUST REACH MY BUILDING WITHOUT BREAKING MY--
-- NECK? I - I DIDN'T JUST REACH IT--
--I'M STICKING TO IT!
JUST LIKE THAT DESPICABLE SPIDER-MAN!
WHAT? OH, SORRY. STILL NOT USED TO YOUR TALKING INSIDE MY HEAD!
YES, I KNOW. YOU HATE SPIDER-MAN, TOO!
THAT'S WHY YOU JOINED ME, GAVE ME YOUR POWER.
BUT IT STILL WASN'T ENOUGH TO SAVE ERNESTO FROM THE ANIMALS WHO KILLED HIM FOR THE FUEL VALVE HE INVENTED!
AND KIDNAPPED HIS POOR INNOCENT NEPHEW. TO BOOT! *IF ONLY--
*AMAZING ANNUAL #26, --DANNY
NOK NOK
OPEN UP! POLICE!
ALIEN CHANGING FORM! MIMICKING MY STREET CLOTHES! AMAZING!
THERE'S BEEN SOME TROUBLE NEXT DOOR. YOU SEEN ANYTHING UNUSUAL? LIKE A BIG APE DRESSED IN BLACK AN' WHITE?
WHY, NO, OFFICER. I'M AFRAID I HAVEN'T.

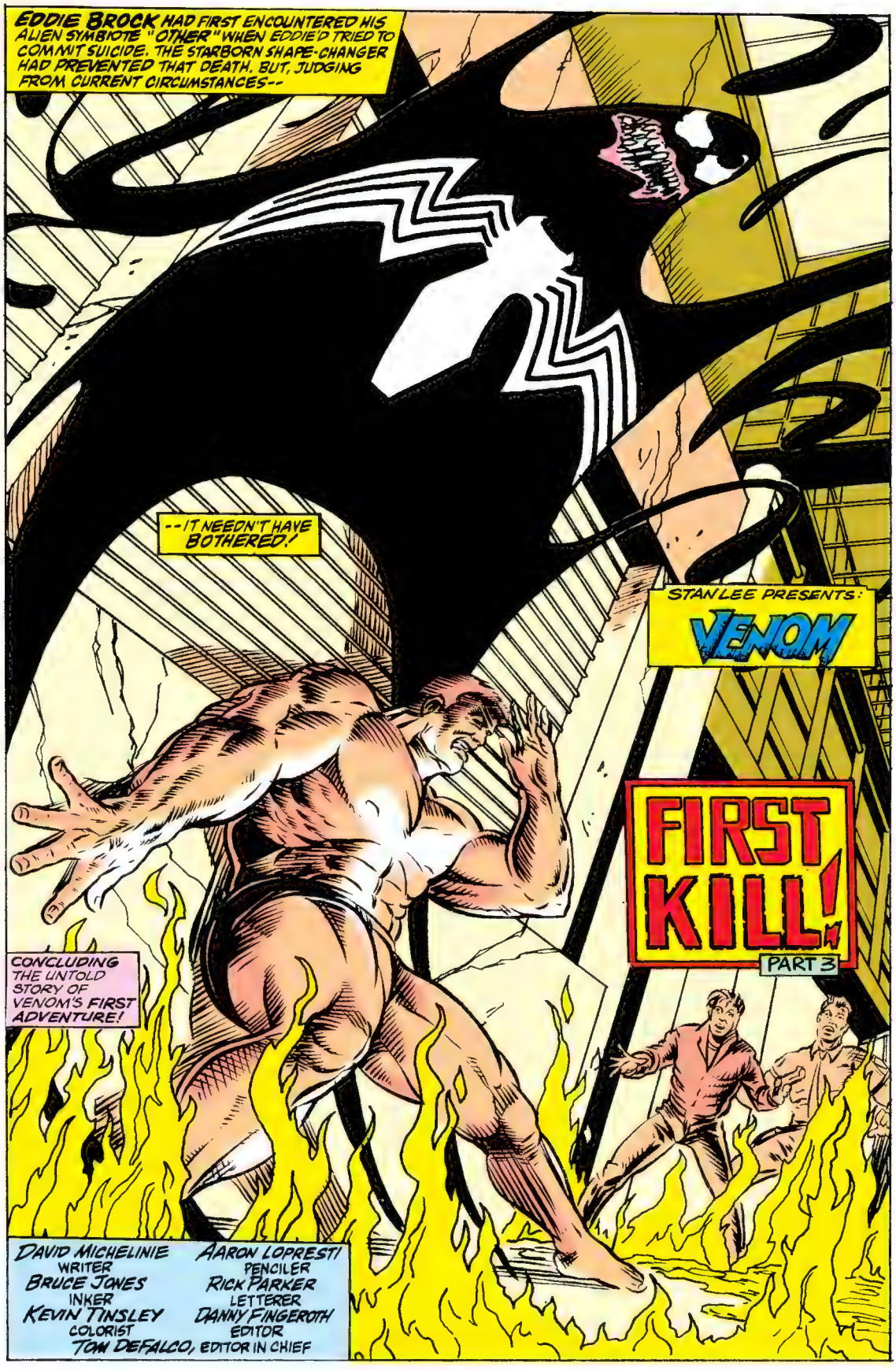

CAN'T TELL THE POLICE THE TRUTH. BUT I HAVE TO HELP PABLO SOMEHOW! HE'S A GUILTLESS VICTIM...
...JUST LIKE WE WERE, BEFORE SPIDER-MAN!
BUT HELP IS HARD TO FIND FOR AN EX-REPORTER. AT THE DAILY GLOBE, HIS REQUEST IS SIMPLE: ACCESS TO FILES ON HIS PRIME SUSPECTS, THE MARKHAM MACHINE COMPANY.
DAILY GLOBE
THE RESPONSE IS ALSO SIMPLE: HE'S SHOWN THE DOOR.
AT THE MARKHAM OFFICES, AN OLD PRESS PASS GETS HIM A SMILE--
--UNTIL A PHONECALL CONFIRMS THAT THOSE CREDENTIALS EXPIRED MONTHS AGO.
THUS, AS AFTERNOON SMUDGES INTO EVENING...
OKAY, WE TRIED GOING THROUGH CHANNELS. NOW I GUESS WE'LL HAVE TO DO IT--
--THE HARD WAY!


MARKHAM MACHINE COMPANY; NIGHT.
ERNESTO WOULDN'T SELL HIS VALVE DESIGN--
--SO MARKHAM SENT GOONS TO TAKE IT!
DON'T KNOW IF IT, OR PABLO, ARE HERE--
--BUT IT'S TIME TO FIND OUT!
THIS IS SPOOKY.
BUT I NEED IT! ALIEN TOLD ME IT LINKED UP WITH SPIDER-MAN FOR A WHILE. BECAUSE OF THAT, IT CAN DUPLICATE THAT FIEND'S POWERS!
WELL, NOT ALL OF THEM. ITS GRASP OF SPIDEY'S EARLY WARNING SPIDER-SENSE, FOR EXAMPLE...
... LEAVES A LOT TO BE DESIRED!
HOLY--!
DON'T KNOW IF I LIKE IT!

YOU NEVER SPOKE TO SPIDER-MAN LIKE THIS? WHY NOT?
AH. I SEE. YOU MERELY SOUGHT TO SERVE HIM AS YOUR HOST, TO BE LOYAL AND OBEDIENT.
BUT ALL THAT GOT YOU WAS REJECTION WHEN YOU OFFERED HIM THE GIFT OF PERMANENT BONDING!
SO NOW YOU CHOOSE TO TAKE A MORE ACTIVE ROLE IN OUR PARTNERSHIP?
I CAN LIVE WITH THAT.
HANDS WHERE WE CAN SEE 'EM, SLICK!
AN' WHO'RE YOU TALKIN' TO? SPEAK UP!
BOYS...
...MEET MY OTHER!
=GLNK=
=BRGGLGL=


THAT'S TWO--
PLIP
PLIP
-- AND TWO!
KRA-KAKAK
WHICH LEAVES YOU!
WHERE'S PABLO MENDEZ?
SOON...
YES, HUMANS CAN BE COOPERATIVE... IF YOU ASK NICELY ENOUGH!
¿QUE--?
PABLO?! YOU'VE ESCAPED YOUR GUARDS AND ARMED YOURSELF?
WONDERFUL! NOW HURRY! WE'VE GOT TO--
HE'S OVER HERE!
BLAM BLAM
SO NERVOUS YOU MISSED, PABLO.
WHAT? WHY--?!

HE DID-- BUT THIS STUFF WON'T!
GOT 'IM, KID!
I DON'T UNDERSTAND!
WHAT'S HAPPENING? TH-THE ALIEN'S PULLING AWAY, FLEEING THE FLAMES FROM THE MOLTEN METAL!
IT NEVER OCCURED TO ME THAT THE ALIEN COULD BE HURT, EVEN KILLED! BUT IF IT DIES
...WHAT HAPPENS TO ME?
FIND OUT IN WEB OF SPIDER-MAN ANNUAL #8 IN SEVEN SCORCHING DAYS!

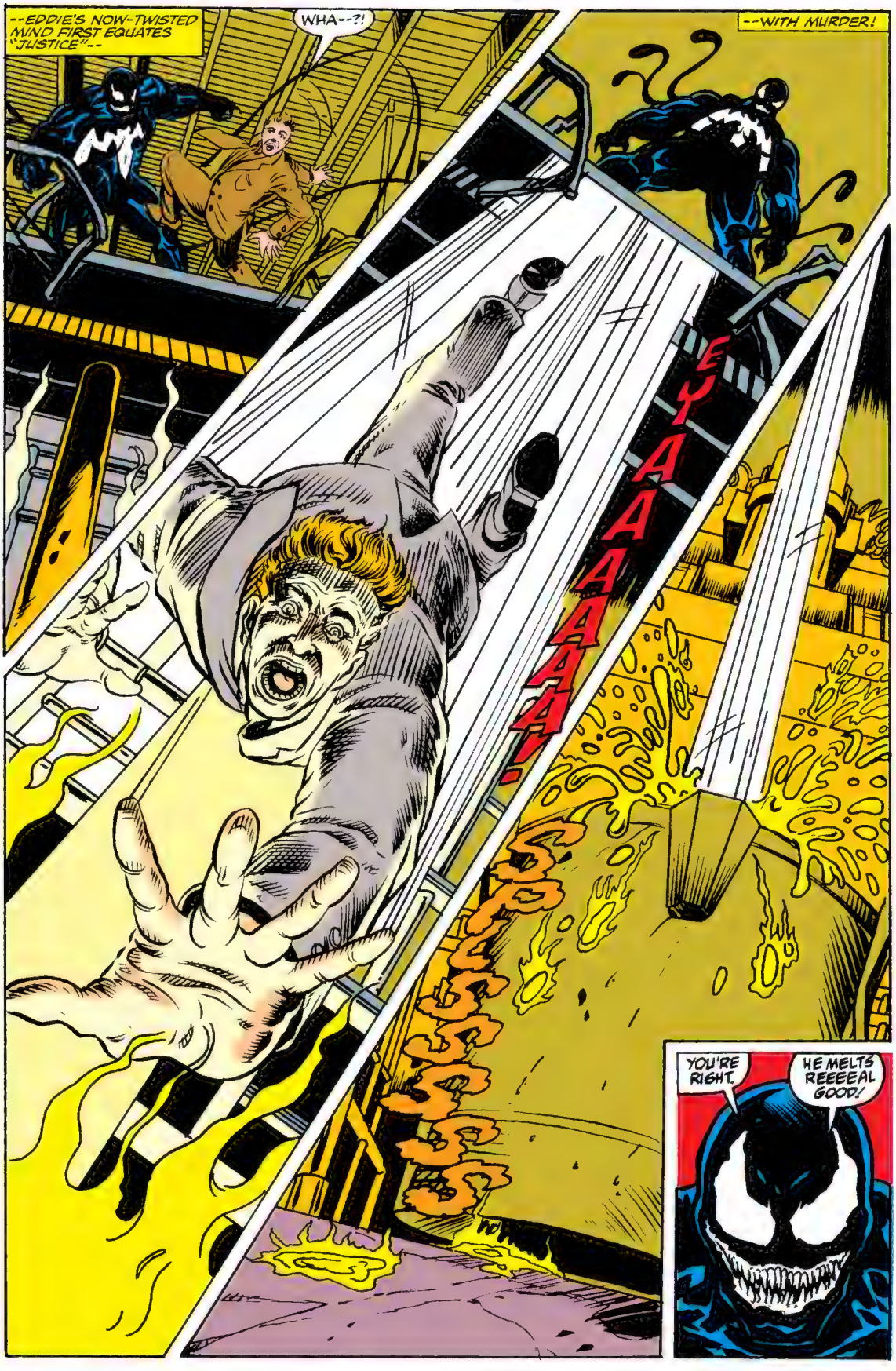

EDDIE BROCK HAD FIRST ENCOUNTERED HIS ALIEN SYMBIOTE "OTHER" WHEN EDDIE'D TRIED TO COMMIT SUICIDE. THE STARBORN SHAPE-CHANGER HAD PREVENTED THAT DEATH. BUT, JUDGING FROM CURRENT CIRCUMSTANCES--
--IT NEEDN'T HAVE BOTHERED!
STAN LEE PRESENTS:
VENOM
FIRST KILL!
PART 3
CONCLUDING THE UNTOLD STORY OF VENOM'S FIRST ADVENTURE!
DAVID MICHELINIE
WRITER
AARON LOPRESTI
PENCILER
BRUCE JONES
INKER
RICK PARKER
LETTERER
KEVIN TINSLEY
COLORIST
DANNY FINGEROTH
EDITOR
TOM DEFALCO, EDITOR IN CHIEF

I CAME HERE TO THE MARKHAM MACHINE COMPANY TO AVENGE A POOR OLD MAN WHO WAS MURDERED WHEN BRUNO MARKHAM SENT THUGS TO STEAL HIS ENGINE DESIGN!
SPEC SPIDEY ANNUAL #11.--D
BUT I DIDN'T EXPECT THE DEAD MAN'S NEPHEW TO SET ME UP FOR THIS TRAP!*
I COULD PROBABLY LEAP THROUGH THE FLAMES WITH MINOR BURNS--
--BUT FIRE COULD KILL THE ALIEN! UNLESS...
DON'T WORRY.
I WON'T ABANDON YOU.
THAT'S RIGHT.. COME TO ME.
WE'LL GET OUT OF THIS--
--TOGETHER!
KRRRB-B-BMMM

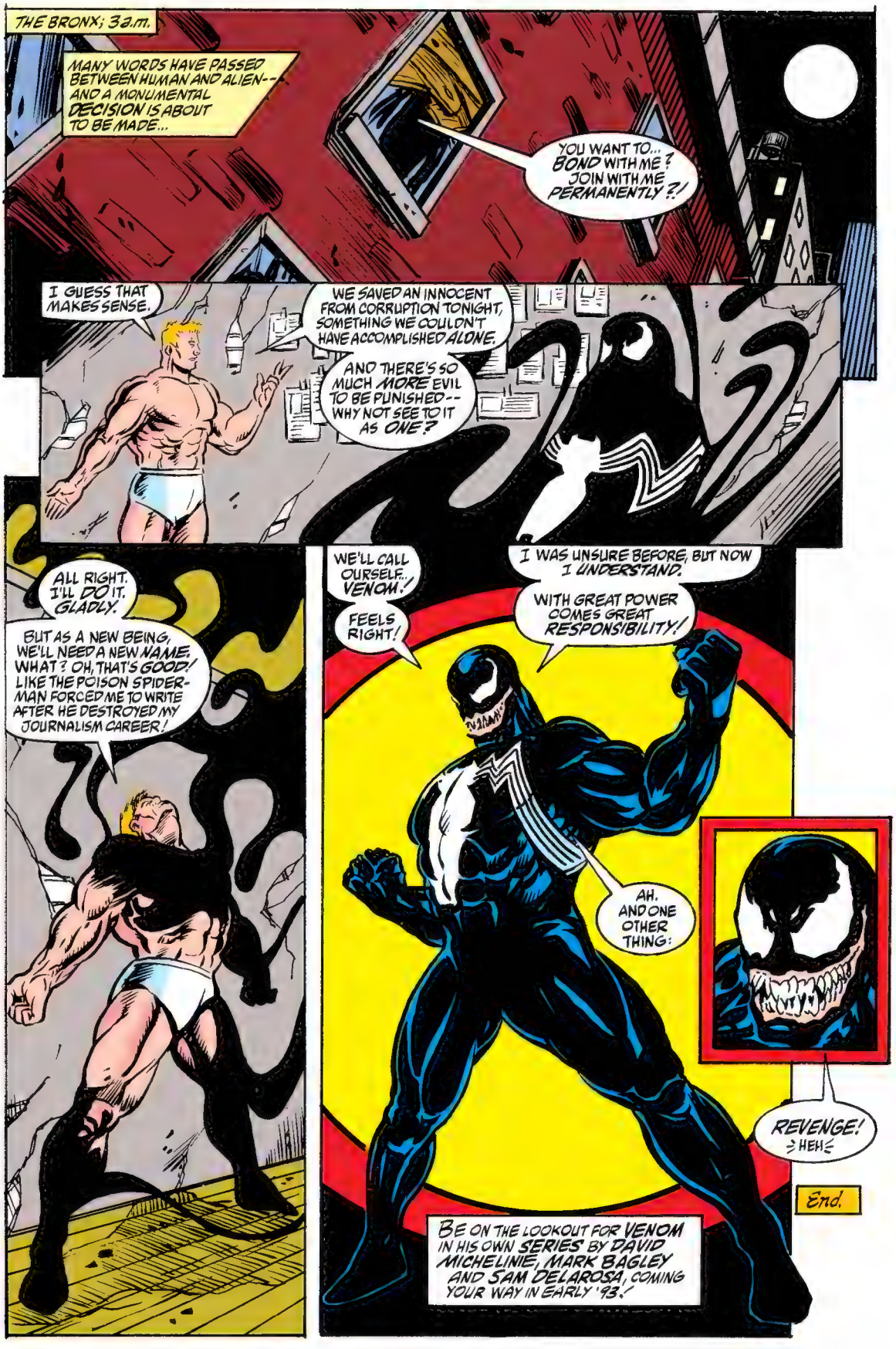
FIGURED A FACTORY THIS BIG WOULD HAVE MAINTENANCE TUNNELS!
¿QUÉ ES ÉSTE? WH-WH-WHAT ARE YOU?!
I WAS EDDIE BROCK! NOW WE'RE VENOM.!
AND WE DON'T LIKE BEING BETRAYED!
QUICK! THE STAIRS!
L-LOOK, N-NOBODY ASKED YOU TO BUTT IN!
I-I KNOW UNCLE ERNIE'S TICKED 'CAUSE I HELPED MARKHAM'S GUYS TAKE HIS INVENTION--
--BUT HE'LL GET OVER IT WHEN I SHOW HIM THE CASH THEY PAID!
YOUR UNCLE WON'T BE GETTING OVER ANYTHING, PABLO.
HE'S DEAD.
WHA--? B-BUT THEY SAID... THEY PROMISED THEY WOULDN'T--!
OH, GOD! U-UNCLE ERNIE! I'M SO SORRY...!
I AGREE. HE DOES SEEM TRULY REMORSEFUL.
BUT WHAT DO WE DO WITH HIM NOW?

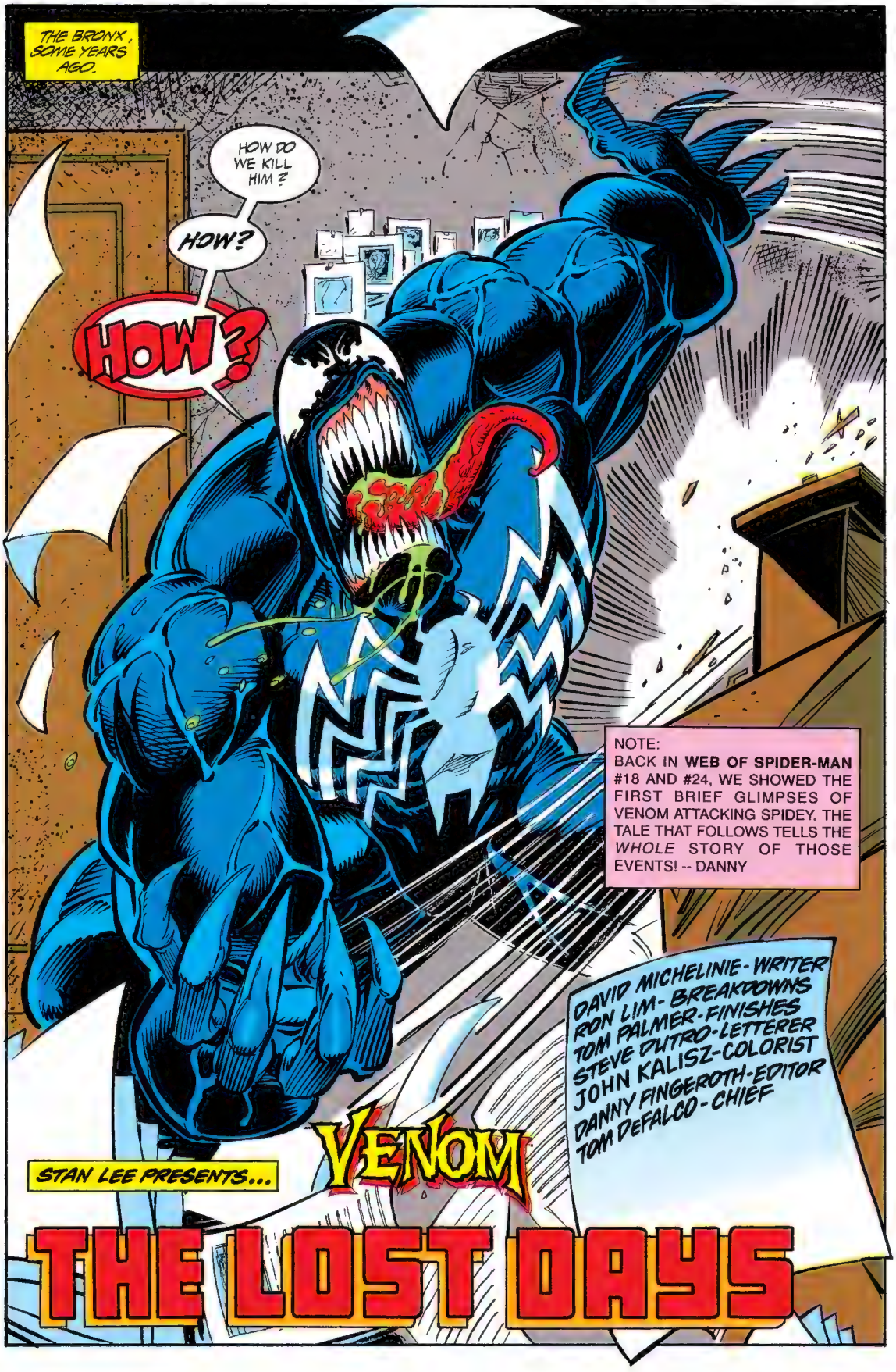
MOMENTS LATER...
GONE! MUST'VE TAKEN THE KID WITH HIM!
SPREAD OUT!
THEY CAN'T HAVE GOTTEN FAR!
SO FAR, SO GOOD, Mr. MARKHAM!
JUST SEE THAT IT STAYS THAT WAY!
OFFICE
I DON'T KNOW WHAT'S GONE WRONG, BUT I'M GETTING OUT OF HERE BEFORE--
YOU'RE OURS, MARKHAM!
EVERY BONE, EVERY SINEW...
...EVERY DROP OF BLOOD!
BDKKDD
S-S-SWEET MARY--!

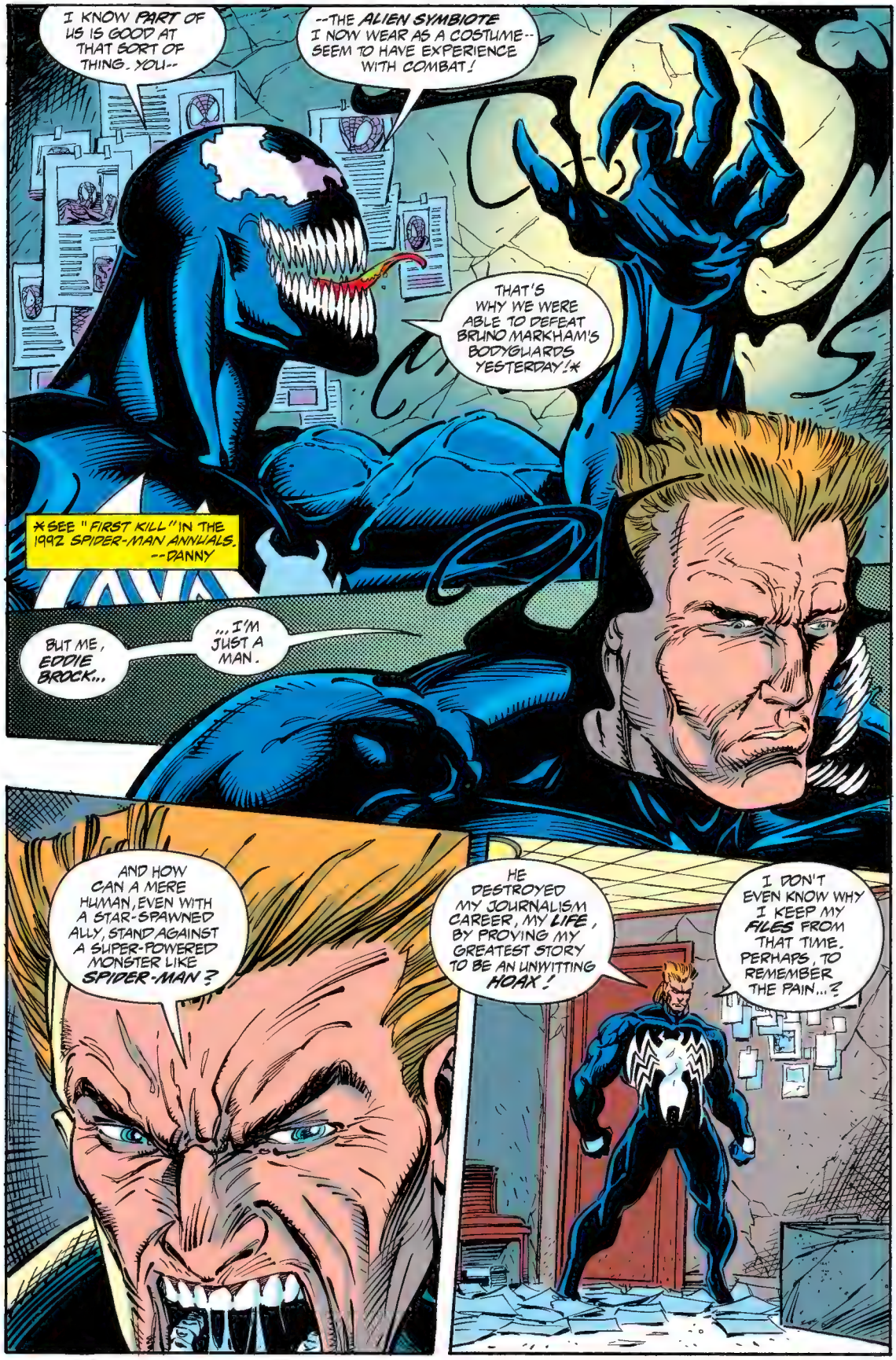
YOUR LACKEYS KILLED ERNESTO MENDEZ--BUT YOU'RE THE MAN RESPONSIBLE!
MENDEZ? TH-THEN YOU'RE SOME KIND OF... WHAT... COP?
S-SOME SORTA SUPER-S.W.A.T. GUY?!
TOUGH LUCK, PAL!
SEE THIS BLUEPRINT?
IT'S THE ONLY COPY OF THE OLD GUY'S DESIGN! ONCE IT'S ASHES, THERE'S NOTHING TO LINK ME TO THE CRIME!
YOU'RE NOT TAKIN' ME TO JAIL.
YOU'RE RIGHT.
A MAN'S LIFE IS MEASURED IN MOMENTS.
AND THIS IS A MOMENT THAT WILL CHANGE EDDIE BROCK'S LIFE FOREVER.
IT'S A MOMENT HE COULDN'T HAVE FORESEEN YESTERDAY. WHEN HE WAS SANE; A MOMENT WHEN, THROUGH RAGE--
--AND ALIEN ENCOUR-AGEMENT.
SKRRRK

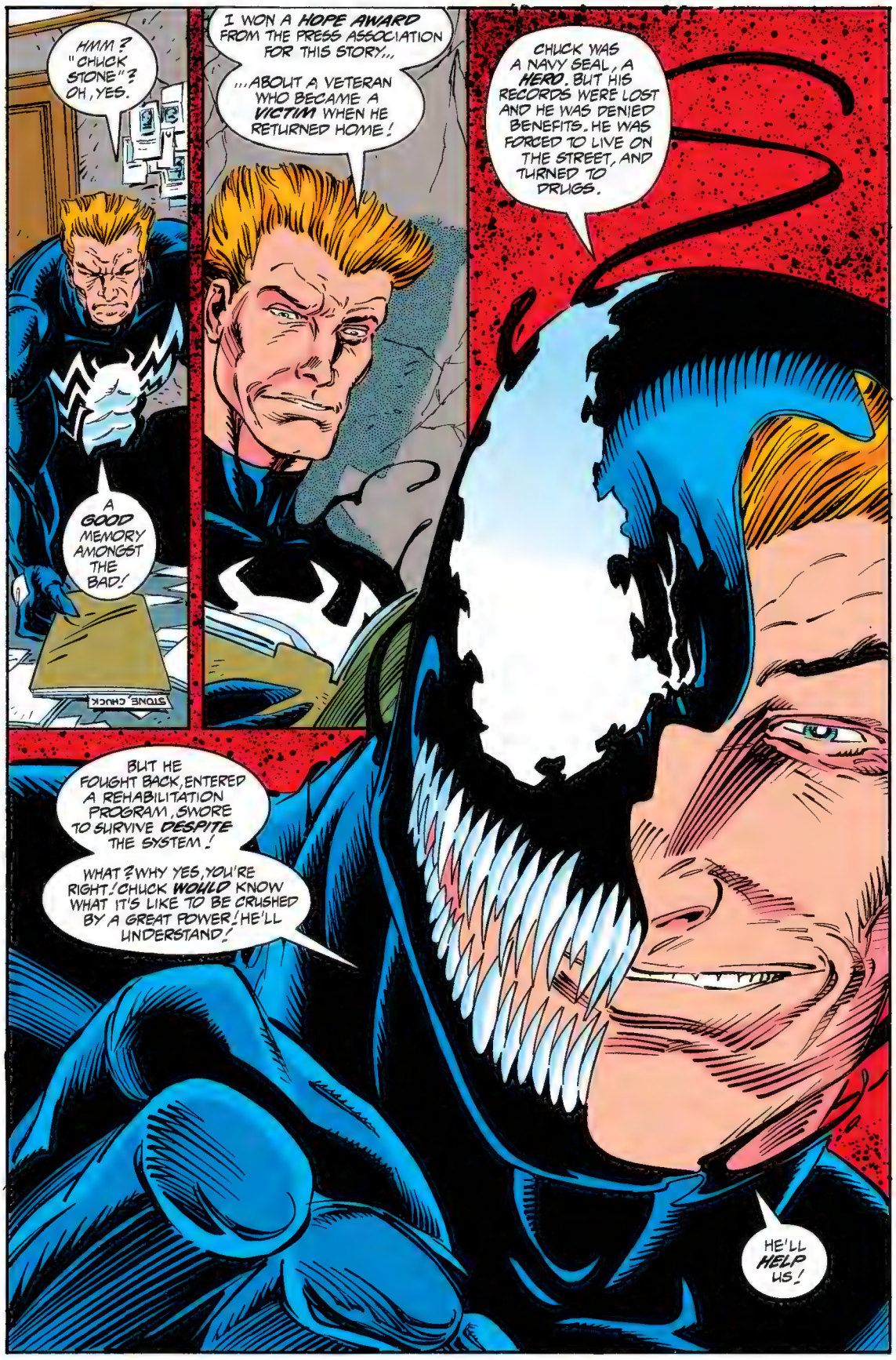

--EDDIE'S NOW-TWISTED MIND FIRST EQUATES "JUSTICE"--
WHA--?!
--WITH MURDER!
EYAAAAAAA!
SSSSSSSSS
YOU'RE RIGHT.
HE MELTS REEEEAL GOOD!

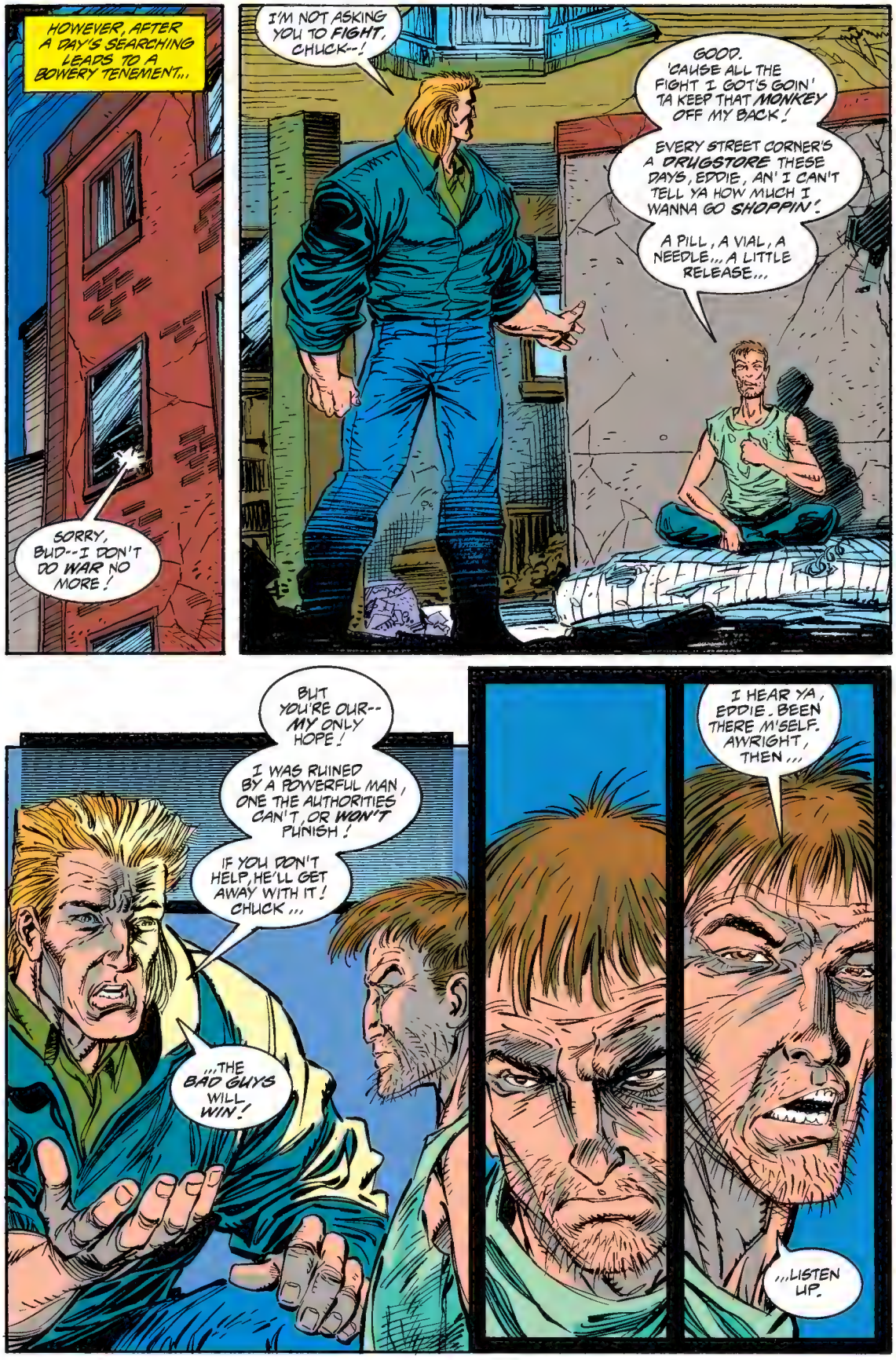
AND SHORTLY, IN FRONT OF THE BLESSING HOME FOR WAYWARD BOYS...
I COULD TAKE YOU TO JAIL, PABLO, BUT I DON'T SEE HOW THAT WOULD DO ANYONE ANY GOOD.
YOU MADE A MISTAKE--AND IT COST YOU YOUR ONLY KIN.
YOU'VE PAID ENOUGH.
SO I'M GIVING YOU A SECOND CHANCE. THAT'S RARE.
ALL TOO OFTEN, INNOCENCE LOST IS GONE FOREVER.
TRUST ME ON THAT.
YOU CAN TURN AWAY, WASTE WHAT'S LEFT OF YOUR LIFE. OR YOU CAN FACE THINGS AND START OVER.
IT'S UP TO YOU.
THE MAN LEAVES; THE BOY HESITATES, SILENT AND UNSURE.
UNTIL AT LAST, AFTER THE SOFT SOUND OF A TIMID KNOCK...
YES? CAN I HELP YOU?
I HOPE SO, SISTER. I... I THINK I NEED IT.


THE BRONX; 3a.m.
MANY WORDS HAVE PASSED BETWEEN HUMAN AND ALIEN--- AND A MONUMENTAL DECISION IS ABOUT TO BE MADE...
YOU WANT TO... BOND WITH ME? JOIN WITH ME PERMANENTLY?!
I GUESS THAT MAKES SENSE.
WE SAVED AN INNOCENT FROM CORRUPTION TONIGHT, SOMETHING WE COULDN'T HAVE ACCOMPLISHED ALONE.
AND THERE'S SO MUCH MORE EVIL TO BE PUNISHED-- WHY NOT SEE TO IT AS ONE?
ALL RIGHT. I'LL DO IT. GLADLY.
BUT AS A NEW BEING, WE'LL NEED A NEW NAME. WHAT? OH, THAT'S GOOD! LIKE THE POISON SPIDER-MAN FORCED ME TO WRITE AFTER HE DESTROYED MY JOURNALISM CAREER!
WE'LL CALL OURSELF... VENOM!
FEELS RIGHT!
I WAS UNSURE BEFORE, BUT NOW I UNDERSTAND.
WITH GREAT POWER COMES GREAT RESPONSIBILITY!
AH. AND ONE OTHER THING:
REVENGE! =HEH=
End.
BE ON THE LOOKOUT FOR VENOM IN HIS OWN SERIES BY DAVID MICHELINIE, MARK BAGLEY AND SAM DELAROSA, COMING YOUR WAY IN EARLY '93.!

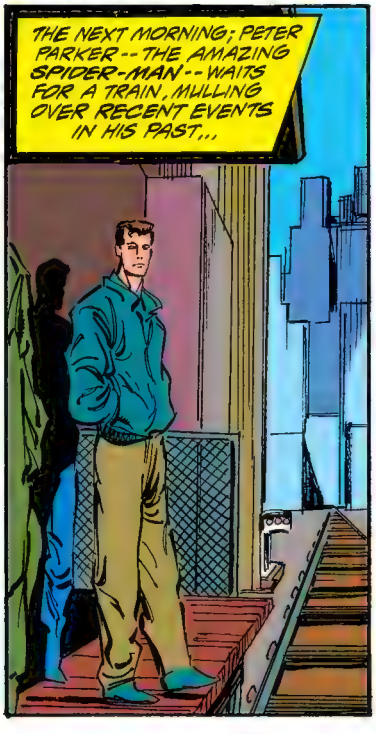

THE BRONX, SOME YEARS AGO.
HOW DO WE KILL HIM?
HOW?
HOW?
NOTE:
BACK IN WEB OF SPIDER-MAN #18 AND #24, WE SHOWED THE FIRST BRIEF GLIMPSES OF VENOM ATTACKING SPIDEY. THE TALE THAT FOLLOWS TELLS THE WHOLE STORY OF THOSE EVENTS! -- DANNY
DAVID MICHELINIE - WRITER
RON LIM - BREAKDOWNS
TOM PALMER - FINISHES
STEVE DUTRO - LETTERER
JOHN KALISZ - COLORIST
DANNY FINGEROTH - EDITOR
TOM DEFALCO - CHIEF
STAN LEE PRESENTS...
VENOM
THE LOST DAYS

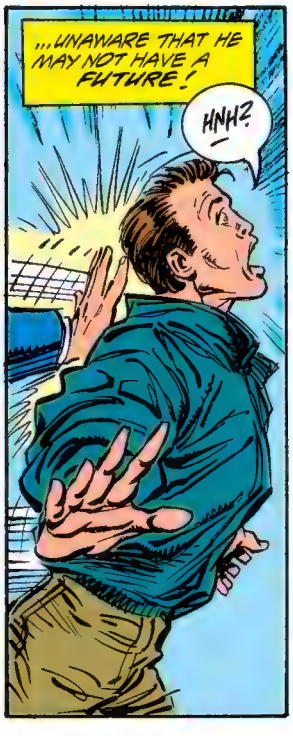

I KNOW PART OF US IS GOOD AT THAT SORT OF THING. YOU--
--THE ALIEN SYMBIOTE I NOW WEAR AS A COSTUME-- SEEM TO HAVE EXPERIENCE WITH COMBAT!
THAT'S WHY WE WERE ABLE TO DEFEAT BRUNO MARKHAM'S BODYGUARDS YESTERDAY!*
*SEE "FIRST KILL" IN THE 1992 SPIDER-MAN ANNUALS. --DANNY
BUT ME, EDDIE BROCK...
...I'M JUST A MAN.
AND HOW CAN A MERE HUMAN, EVEN WITH A STAR-SPAWNED ALLY, STAND AGAINST A SUPER-POWERED MONSTER LIKE SPIDER-MAN?
HE DESTROYED MY JOURNALISM CAREER, MY LIFE, BY PROVING MY GREATEST STORY TO BE AN UNWITTING HOAX!
I DON'T EVEN KNOW WHY I KEEP MY FILES FROM THAT TIME. PERHAPS, TO REMEMBER THE PAIN...?

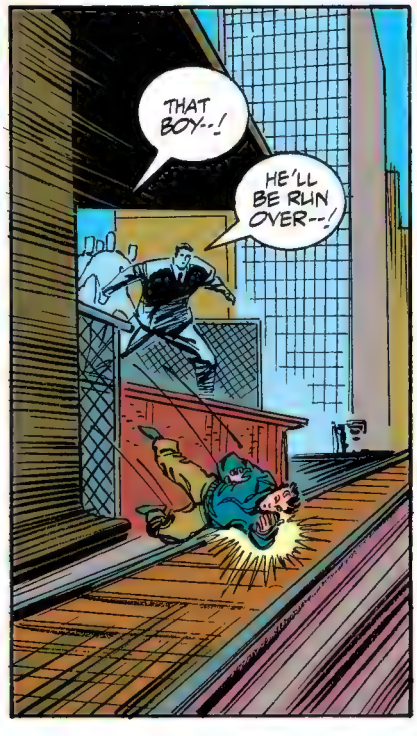

HMM? "CHUCK STONE"? OH, YES.
A GOOD MEMORY AMONGST THE BAD!
STONE, CHUCK
I WON A HOPE AWARD FROM THE PRESS ASSOCIATION FOR THIS STORY...
...ABOUT A VETERAN WHO BECAME A VICTIM WHEN HE RETURNED HOME!
CHUCK WAS A NAVY SEAL, A HERO. BUT HIS RECORDS WERE LOST AND HE WAS DENIED BENEFITS. HE WAS FORCED TO LIVE ON THE STREET, AND TURNED TO DRUGS.
BUT HE FOUGHT BACK, ENTERED A REHABILITATION PROGRAM, SWORE TO SURVIVE DESPITE THE SYSTEM!
WHAT? WHY YES, YOU'RE RIGHT! CHUCK WOULD KNOW WHAT IT'S LIKE TO BE CRUSHED BY A GREAT POWER! HE'LL UNDERSTAND!
HE'LL HELP US!


HOWEVER, AFTER A DAY'S SEARCHING LEADS TO A BOWERY TENEMENT...
SORRY, BUD--I DON'T DO WAR NO MORE!
I'M NOT ASKING YOU TO FIGHT, CHUCK--!
GOOD. 'CAUSE ALL THE FIGHT I GOT'S GOIN' TA KEEP THAT MONKEY OFF MY BACK!
EVERY STREET CORNER'S A DRUGSTORE THESE DAYS, EDDIE, AN' I CAN'T TELL YA HOW MUCH I WANNA GO SHOPPIN'!
A PILL, A VIAL, A NEEDLE... A LITTLE RELEASE...
BUT YOU'RE OUR--MY ONLY HOPE!
I WAS RUINED BY A POWERFUL MAN, ONE THE AUTHORITIES CAN'T, OR WON'T PUNISH!
IF YOU DON'T HELP, HE'LL GET AWAY WITH IT! CHUCK...
...THE BAD GUYS WILL WIN!
I HEAR YA, EDDIE. BEEN THERE M'SELF. AWRIGHT, THEN...
...LISTEN UP.

OVER THE NEXT HOURS...
OKAY, I'VE TOLD YA WHAT I CAN 'BOUT STEALTH AN' SURPRISE. USED RIGHT, THEY'LL GET YA FARTHER THAN AN M-16 ON FULL AUTO!
BUT EVEN MORE IMPORTANT'S THE WARRIOR MENTALITY. YA GOTTA BE READY TA DO WHATEVER IT TAKES, AN' THEN DEAL WITH THE CONSEQUENCES.
ARE YA UP TA THAT, EDDIE?
ARE YA?


THE NEXT MORNING; PETER PARKER--THE AMAZING SPIDER-MAN--WAITS FOR A TRAIN, MULLING OVER RECENT EVENTS IN HIS PAST...

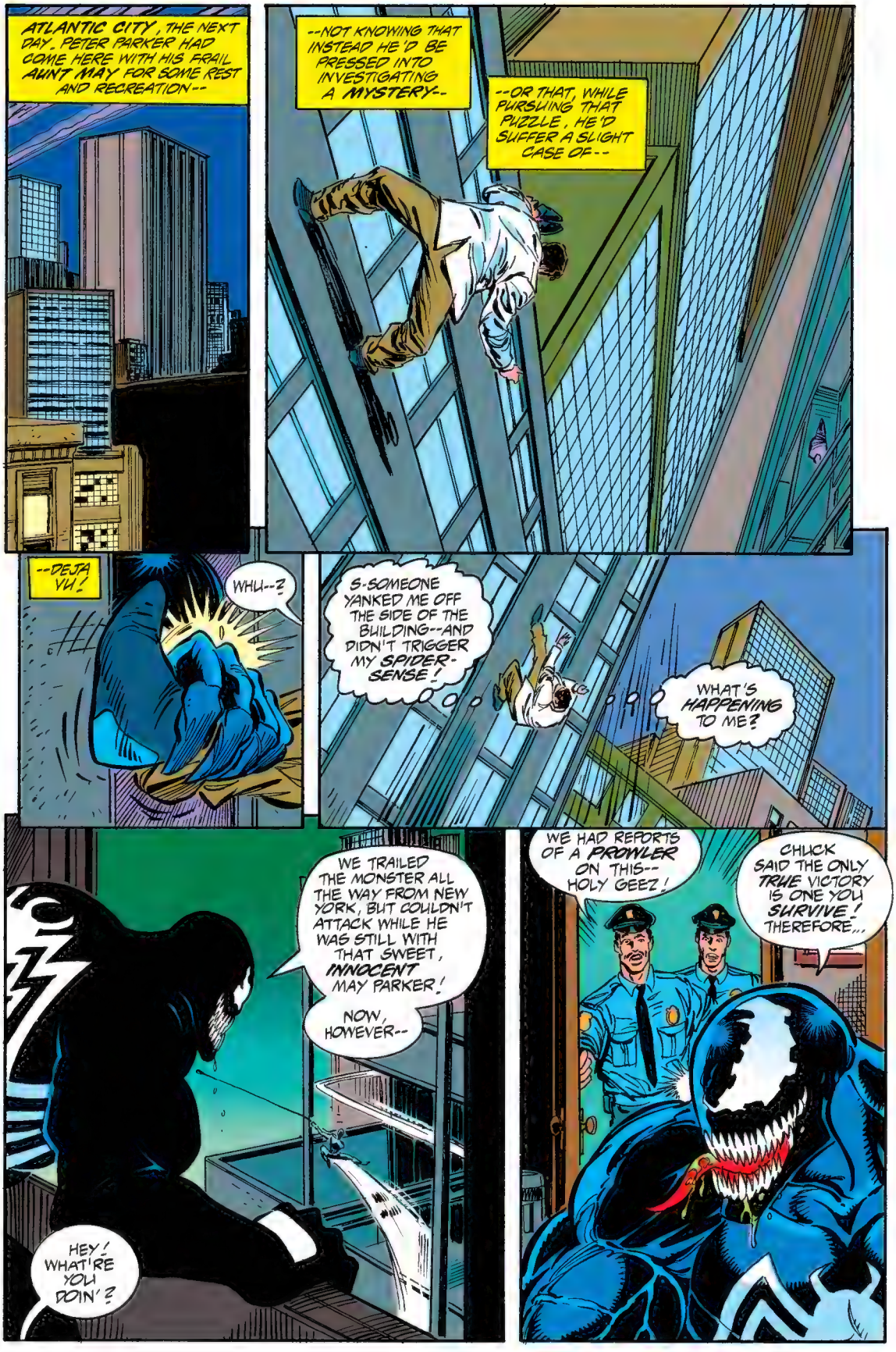

...UNAWARE THAT HE MAY NOT HAVE A FUTURE!
HNH?


THAT BOY--!
HE'LL BE RUN OVER--!

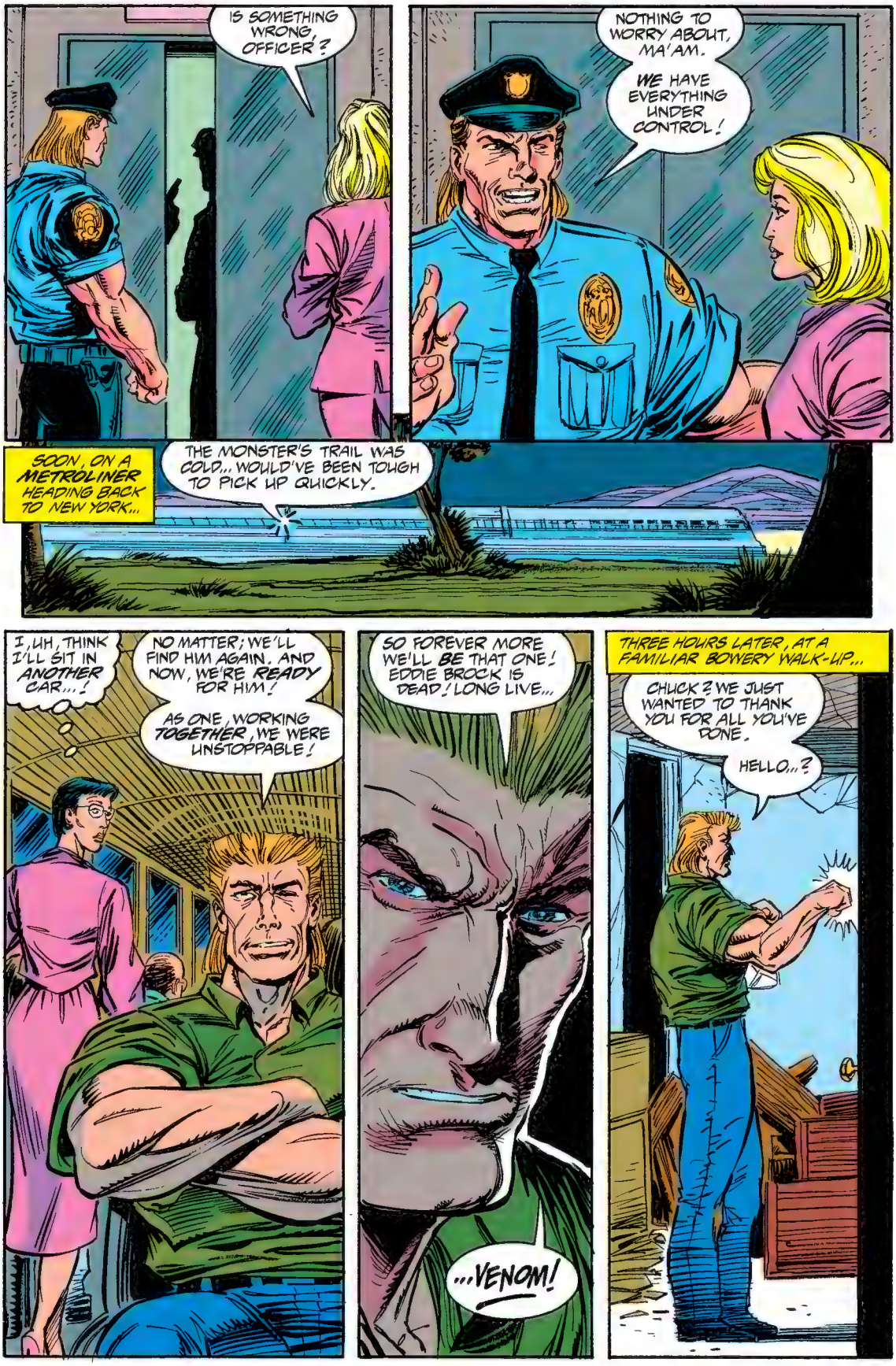
RUM BLE RUMBLE
IT WORKED!
WE FOLLOWED THE DEMON FROM HIS LAIR, AND HIS WARNING SENSE DIDN'T TELL HIM WE WERE HERE!
ALL WE HAVE TO DO NOW IS--
--EH?
THAT'S HIM, OFFICER!
THAT'S THE MANIAC WHO PUSHED THAT KID!
FREEZE, MISTER!
NO! THIS CAN'T HAPPEN!
W-WE CAN'T GO TO JAIL-- WE DIDN'T DO ANYTHING WRONG!
WHA--MY OTHER TALKING TO ME IN MY HEAD!
WE CAN DO WHAT? ALL RIGHT, IT'S WORTH A TRY--!

THOSE UNIFORMED TRANSIT WORKERS! THEY'RE LIKE WALLPAPER, NOBODY EVEN NOTICES THEM!
ALL RIGHT-- DO IT!
SECONDS LATER...
BLAST IT ALL! I LOST 'IM!
POLICE
BUT WHERE COULD HE HAVE GOTTEN TO SO FAST?
IT WORKED! EXCELLENT. THIS LITTLE "CAMOUFLAGE" TRICK MAY BE USEFUL IN THE FUTURE!
BUT FOR NOW--
DIDN'T SEE DAT GUY ON DA TRUCK!
AN' WHO'S HE TALKIN' TO ANYWAY?
--I THINK WE NEED ANOTHER LESSON!

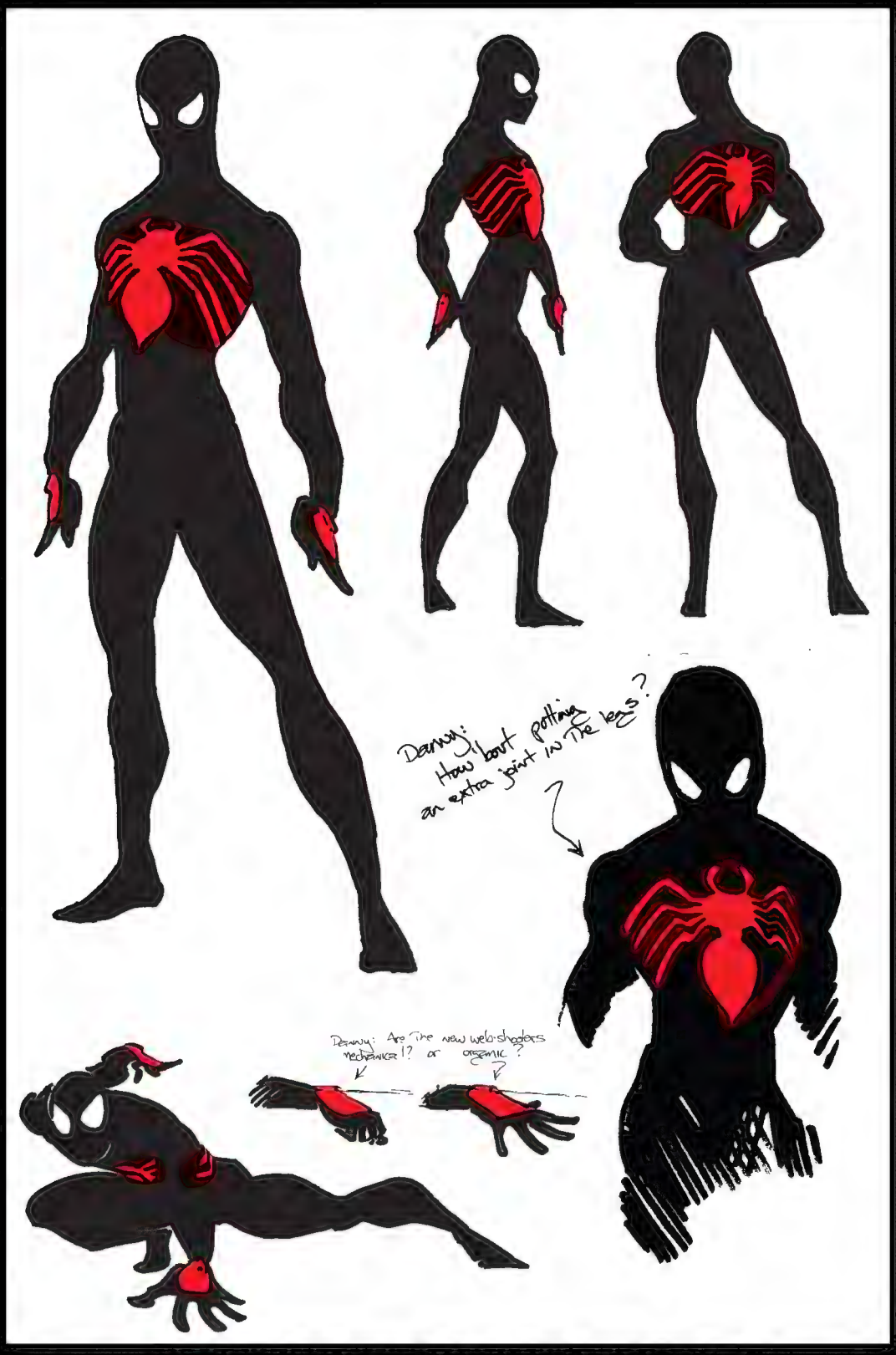
BACK IN THE BOWERY...
YA STILL DON'T HAVE THE WARRIOR MIND-SET, BUDDY! YA DON'T KILL WITH YER HANDS--
--YA KILL WITH YER BRAIN! ANYTHING ELSA YA USE IS JUST A TOOL! I'M TELLIN' YA, IF YA WANNA WIN YER BATTLE, "EDDIE BROCK" HAS GOTTA GO!
YA HAFTA BE SOMETHIN' ELSE, A MACHINE, A CREATURE WHOSE ONLY REASON TA BE IS RIGHTEOUS REVENGE!
WE... HAVE TO BE ONE!
YES! YES, IT'S CLEAR NOW!
I KNOW YOU DIDN'T DO THIS FOR A HANDOUT, CHUCK, BUT I WANT YOU TO HAVE THIS. GET YOUSELF SOME FOOD, A NEW COAT...
...GET SOMETHING YOU NEED.


ATLANTIC CITY, THE NEXT DAY. PETER PARKER HAD COME HERE WITH HIS FRAIL AUNT MAY FOR SOME REST AND RECREATION--
--NOT KNOWING THAT INSTEAD HE'D BE PRESSED INTO INVESTIGATING A MYSTERY--
--OR THAT, WHILE PURSUING THAT PUZZLE, HE'D SUFFER A SLIGHT CASE OF--
--DEJA VU!
WHU--?
S-SOMEONE YANKED ME OFF THE SIDE OF THE BUILDING--AND DIDN'T TRIGGER MY SPIDER-SENSE!
WHAT'S HAPPENING TO ME?
WE TRAILED THE MONSTER ALL THE WAY FROM NEW YORK, BUT COULDN'T ATTACK WHILE HE WAS STILL WITH THAT SWEET, INNOCENT MAY PARKER!
NOW, HOWEVER--
HEY! WHAT'RE YOU DOIN'?
WE HAD REPORTS OF A PROWLER ON THIS-- HOLY GEEZ!
CHUCK SAID THE ONLY TRUE VICTORY IS ONE YOU SURVIVE! THEREFORE...

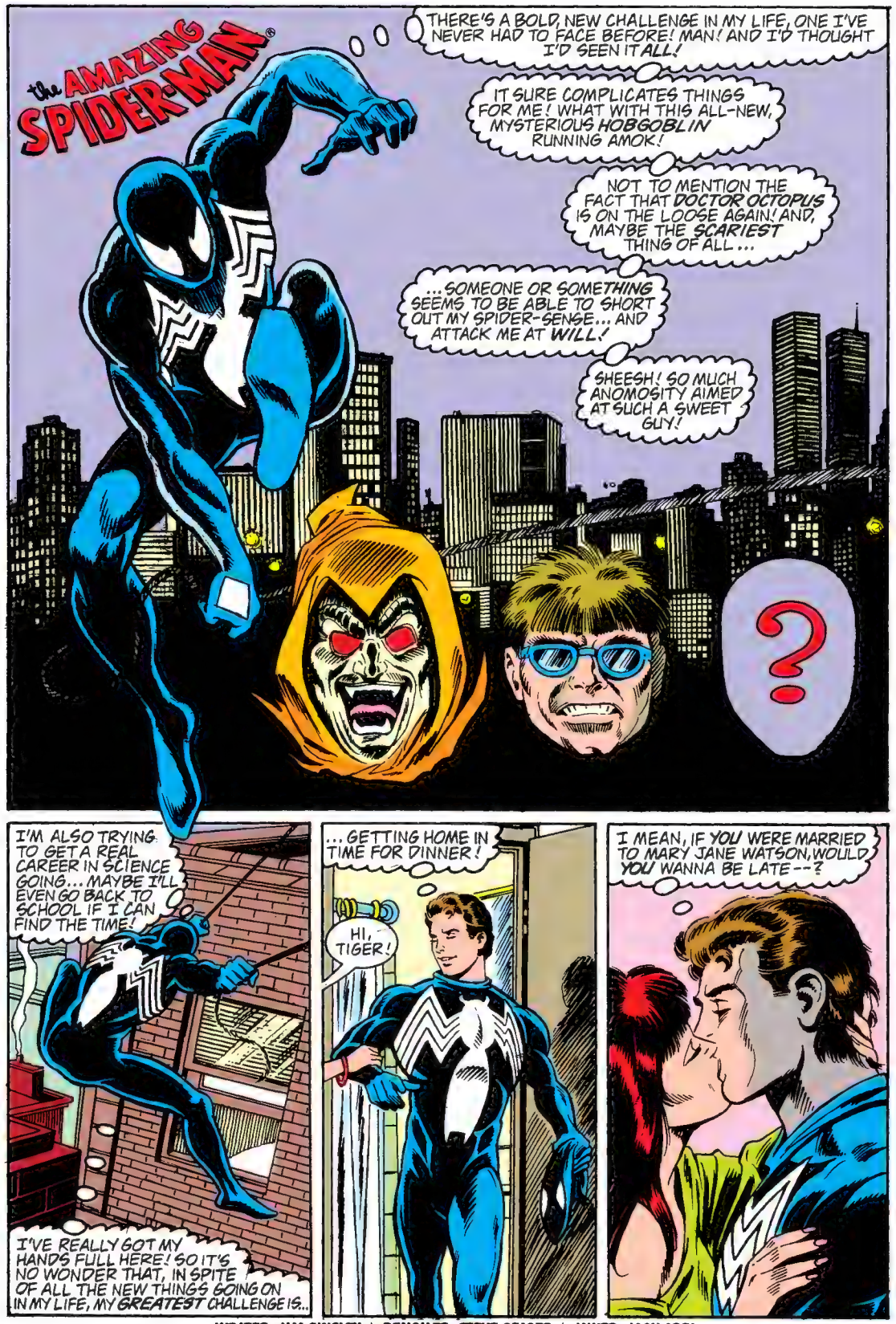
GENTLEMEN?
PLIP
WHNG
I'M AFRAID YOU'LL HAVE TO EXCUSE US!
THWAP
THIS IS DEAKINS! HAVE A SECURITY TEAM MEET ELEVATOR SEVEN AT THE LOBBY! SOME NUT-CASE IN A BLACK COSTUME'S COMIN' DOWN! AND BE CAREFUL--
--HE'S STRONG!
OKAY, YOU TAKE 'IM HIGH, AN' I'LL TAKE 'IM L--
--OH?
BIG GUY DOUBLED BACK! THINK HE GAVE ME A CONCUSSION! BETTER GET UPSTAIRS AND HELP OUT-- FAST!
GOT'CHA!


IS SOMETHING WRONG, OFFICER?
NOTHING TO WORRY ABOUT, MA'AM.
WE HAVE EVERYTHING UNDER CONTROL!
SOON, ON A METROLINER HEADING BACK TO NEW YORK...
THE MONSTER'S TRAIL WAS COLD... WOULD'VE BEEN TOUGH TO PICK UP QUICKLY.
I, UH, THINK I'LL SIT IN ANOTHER CAR...!
NO MATTER; WE'LL FIND HIM AGAIN. AND NOW, WE'RE READY FOR HIM!
AS ONE, WORKING TOGETHER, WE WERE UNSTOPPABLE!
SO FOREVER MORE WE'LL BE THAT ONE! EDDIE BROCK IS DEAD! LONG LIVE...
...VENOM!
THREE HOURS LATER, AT A FAMILIAR BOWERY WALK-UP...
CHUCK? WE JUST WANTED TO THANK YOU FOR ALL YOU'VE DONE.
HELLO...?

OH, GOD! THAT NEEDLE--!
H-HE USED THE MONEY WE GAVE HIM TO--
--NO! I-IT WASN'T US! IT WAS THEM!
CHUCK WAS A DECENT MAN WHO WAS DESTROYED BY FORCES HE COULDN'T FIGHT, JUST LIKE WE WERE DESTROYED BY SPIDER-MAN!
BUT NOW WE CAN FIGHT, AND WILL! FOR CHUCK, FOR EDDIE, FOR EVERY INNOCENT VICTIM IN THIS COLD, CRUEL WORLD, WE SWEAR--
--SPIDER-MAN MUST DIE!
AND SO IT BEGAN...



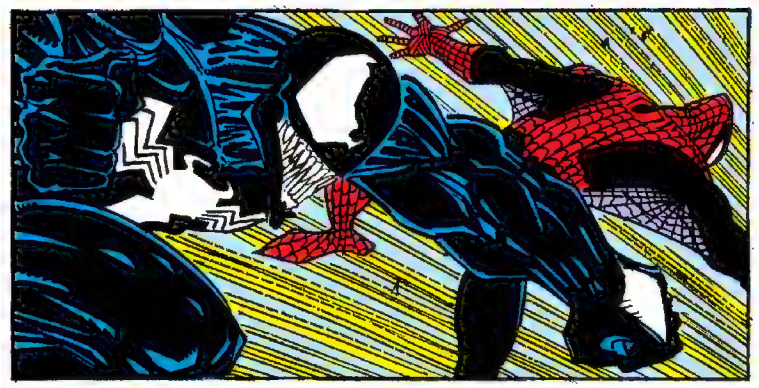
SPIDER-MAN BLACK COSTUME DESIGN SKETCHES FROM *MARVEL AGE #12*
COSTUME DESIGNED BY MIKE ZECK; SKETCHES BY RICK LEONARDI


the AMAZING SPIDER-MAN®
THERE'S A BOLD, NEW CHALLENGE IN MY LIFE, ONE I'VE NEVER HAD TO FACE BEFORE! MAN! AND I'D THOUGHT I'D SEEN IT ALL!
IT SURE COMPLICATES THINGS FOR ME! WHAT WITH THIS ALL-NEW, MYSTERIOUS HOBGOBLIN RUNNING AMOK!
NOT TO MENTION THE FACT THAT DOCTOR OCTOPUS IS ON THE LOOSE AGAIN! AND, MAYBE THE SCARIEST THING OF ALL...
...SOMEONE OR SOMETHING SEEMS TO BE ABLE TO SHORT OUT MY SPIDER-SENSE... AND ATTACK ME AT WILL!
SHEESH! SO MUCH ANOMOSITY AIMED AT SUCH A SWEET GUY!
?
I'M ALSO TRYING TO GET A REAL CAREER IN SCIENCE GOING... MAYBE I'LL EVEN GO BACK TO SCHOOL IF I CAN FIND THE TIME!
I'VE REALLY GOT MY HANDS FULL HERE! SO IT'S NO WONDER THAT, IN SPITE OF ALL THE NEW THINGS GOING ON IN MY LIFE, MY GREATEST CHALLENGE IS...
...GETTING HOME IN TIME FOR DINNER!
HI, TIGER!
I MEAN, IF YOU WERE MARRIED TO MARY JANE WATSON, WOULD YOU WANNA BE LATE--?

WRITER: JIM OWSLEY ★ PENCILER: STEVE GEIGER ★ INKER: JACK ABEL

VENOM, STILL UNSEEN ON-PANEL AT THIS POINT,
IS MENTIONED IN THIS PROMOTIONAL STORY PAGE FROM *MARVEL AGE ANNUAL #3 (1987)*.

WRITER: JIM OWSLEY • PENCILER: STEVE GEIGER • INKER: JACK ABEL • COLORIST: GREGORY WRIGHT
ASSISTANT EDITOR: DWIGHT ZIMMERMAN • EDITOR: JIM SALICRUP



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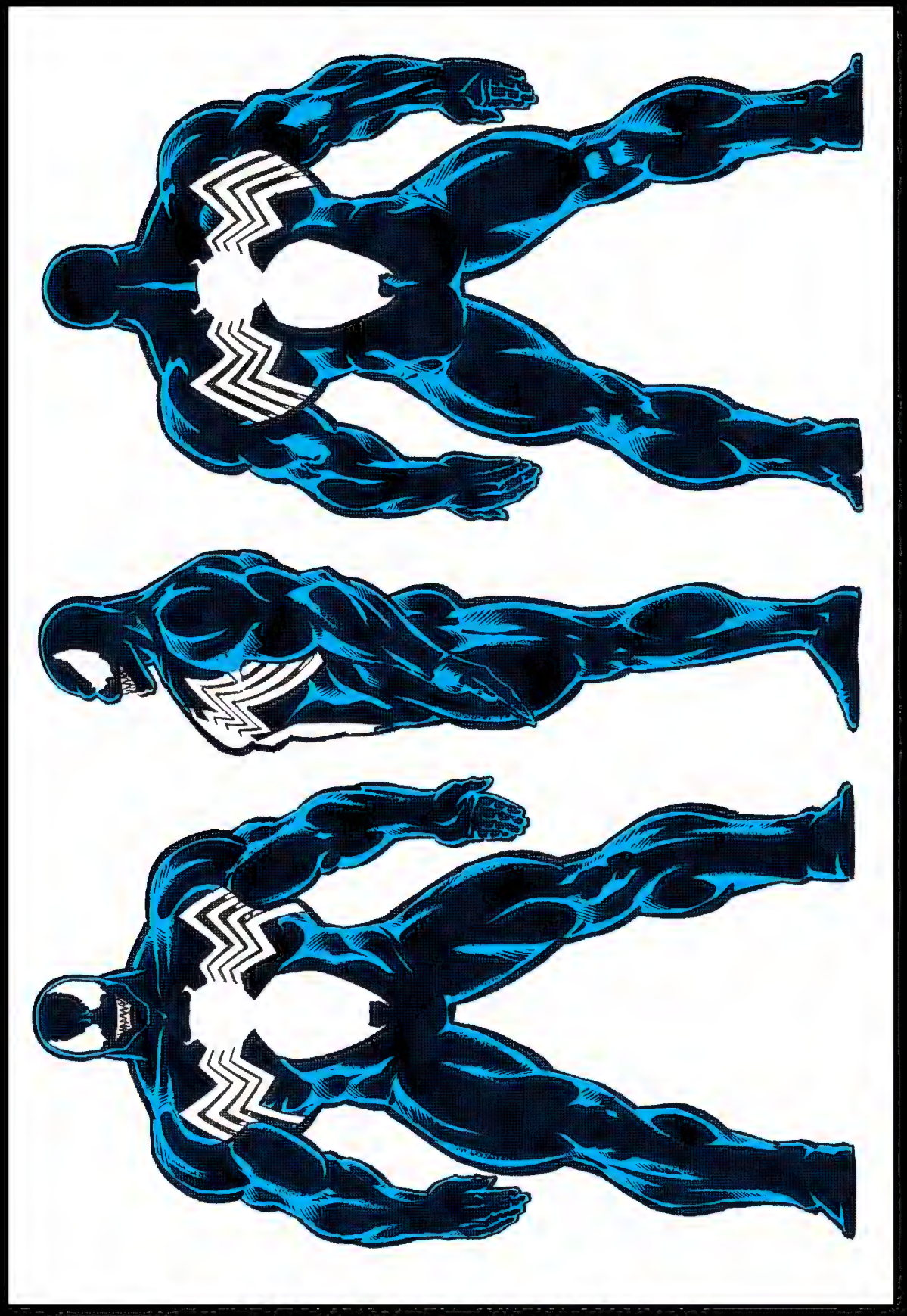

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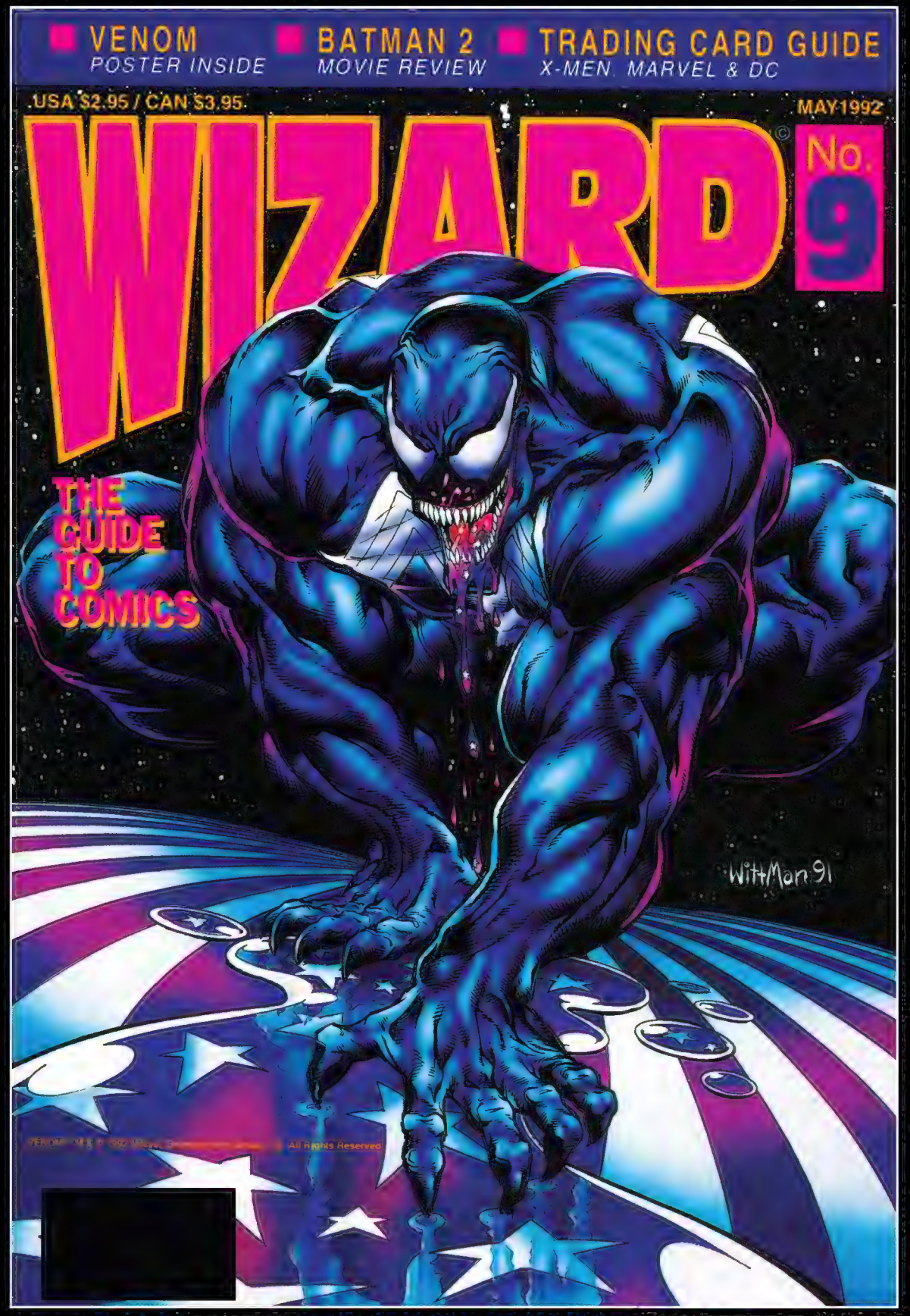
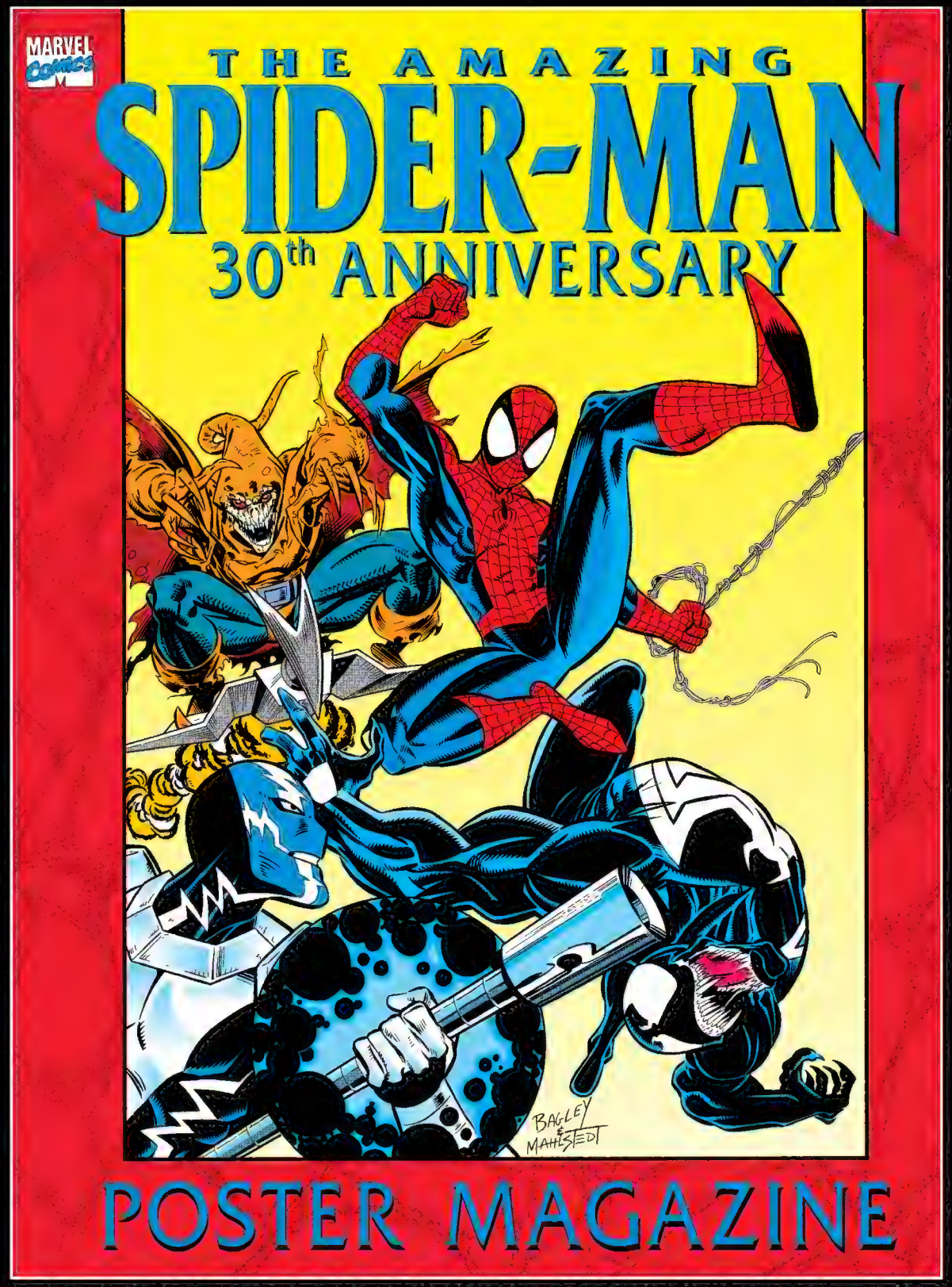


WIZARD #9 COVER BY BART "WITTMAN" SEARS & MARK McNABB



AMAZING SPIDER-MAN 30TH ANNIVERSARY POSTER MAGAZINE COVER BY MARK BAGLEY & LARRY MAHLSTEDT

AMAZING SPIDER-MAN 30TH ANNIVERSARY PINUP BY ERIK LARSEN, FROM *MARVEL AGE #114*

SPIDER-MAN: VENOM RETURNS TPB (1994)
INTRODUCTION BY DANNY FINGEROTH

Sometimes you know why things work. Sometimes you don't. But the fact remains: they work.

So it is with Venom.

Sure, readers had liked Spidey's living costume that he brought home from the Beyonder's world. Sure, people had loved David's writing and Erik's art. Just like they had loved David's writing and Todd's art. Sure, everybody enjoys stories about vengeance-bent psychopaths. But who'd've thought when you put them all together...you'd come up with this kind of phenomenon?! It's the kind of thing that can't be planned. It just happens. Every month we do our best to come up with the thing that'll make comics history. We try to plan it. But nobody really understands what makes one combination of creators and characters click. But the fact remains: they do.

Venom started as a mysterious figure reaching out of nowhere to push Peter Parker out a window or in front of a roaring subway train. He's ended up as one of Marvel's most popular characters, hero or villain. And while we always figured the living costume would eventually end up some sort of continuing character in Spidey, we never imagined it'd be even more popular on a bad guy than on a good one. But our readers showed us the way. So Venom went from a one-shot villain to what he is today.

Venom returned.

Instead of his just appearing in one storyline, fandom told us: Bring back Eddie Brock and his symbiotic soul mate. So we did. And each time you've wanted more.

Reprinted in the pages that follow are some of the coolest Venom tales of all. They also feature Styx, Stone, Jonathan Caesar and many others. But mostly they feature Venom. And Spidey. Going at each other in some of their all-time great battles.

And if that isn't enough, just watch how the size of Venom's mouth evolves from issue to issue. That alone is worth the price of admission.

Enjoy,
Danny Fingeroth

AMAZING SPIDER-MAN 317
- BUT AT LEAST I'LL KNOW WHERE HE IS!
SPING
" AH, NO! COSTUME FELT THE TRACER! MOVING IT FORWARD--!"
WELL, WELL! WHAT--
BLAST! SOMEHOW I'VE GOTTA COMPENSATE FOR MY LOST SPIDER-SENSE!
I KNOW! I'LL WEAVE WITH A SPIDER-TRACER! I CAN ALWAYS TRACK THAT! IT WON'T WARN ME OF DANGER--
--HAD WE HERE?
THAT TEARS IT!
I'M OUTTA HERE!
SPRAK
25

AMAZING SPIDER-MAN 317
BUT A JAVELIN OF BROKEN WOOD SAYS NO!
THRAMP
PLOP
"--HAVE TO DO!"
CHOK
I'M THROUGH! CAN'T WIN! BUT I CAN'T LOSE!
GIVE UP? WA TA MINIT! ACCORDING TO DR. DEFENSION, THAT'S EXACTLY WHAT I--
YOU WANT ME? THEN TAKE ME!
I'M YOURS!
NO MORE FUN? AWWWWW!
I'M NOT TALKING TO YOU, BROCK! I'M TALKING TO THE ALIEN!
27

AMAZING SPIDER-MAN #317, PAGES 19-20 ART BY TODD McFARLANE

A DESTINY BEGUN WHEN SPIDER-MAN DESTROYED MY LIFE! * I SOUGHT SOLACE IN SUICIDE, BUT YOU STOPPED ME, MY EBON FRIEND! YOU SAVED ME. JOINED ME.
AND OUR SHARED HATRED FOR THAT WALL-CRAWLING MONSTER MADE US ONE
THE ENTITY THE WORLD HAS COME TO KNOW AS VENOM!
* A TALE TOLD IN AMAZING SPIDER-MAN #300-33.
SAFE TO PURSUE OUR DESTINY!
NOW, WE MUST PREPARE. THESE WEBBINGS ARE RUSTED, DUST-COVERED. BUT THEY WILL SUFFICE.
FOR WHILE YOUR POWER IS INHERENT, MY MUSCLES MUST BE EARNED! AND WE MUST BOTH BE AT OUR FULLEST POSSIBLE STRENGTH--
--SO THAT WE MAY RIP SPIDER-MAN INTO THE SMALLEST POSSIBLE PIECES!

AMAZING SPIDER-MAN #316,
PAGE 4 ART BY TODD McFARLANE

AMAZING SPIDER-MAN #317
COVER ART BY TODD McFARLANE

AMAZING SPIDER-MAN 333 4
WHO ARE YOU TALKING TO, PETER? IS NATHAN ADAMS?
UH, NO, AUNT MAY! IT'S--
--SOMEONE FROM THE GAS COMPANY.--
NIIIIIICE!
THEY'RE READING METERS THIS LATE? HOW OD.
YEAH.
IT'S DOWN RIGHT WEIRD!
MANHATTAN THE NEXT MORNING
HEY! HOT STUFF! WHAT WOULD YOU SAY TO A WEEKEND IN ARUBA?
UH, I'D SAY
4

AMAZING SPIDER-MAN 333 17
WHA? AW, NO! NOT
WHOOF
--THEM!
SHALL I REMOVE MY GLOVES, MY STONES?
NOW'S THE TIME, MY STYX!
NEW RULES?
PERHAPS WE WILL PLAY A LITTLE LONGER!
YAAAAGH!
SPEEEEEEEE
SONIC BRAIN WAS PAINFUL WHEN I WAS USED AGAINST ME!
BUT IT COULD HAVE DEADLY EFFECTS ON THE SYMBIOTE!
22

AMAZING SPIDER-MAN #333, PAGES 4 & 17 ART BY ERIK LARSEN & MIKE MACHLAN

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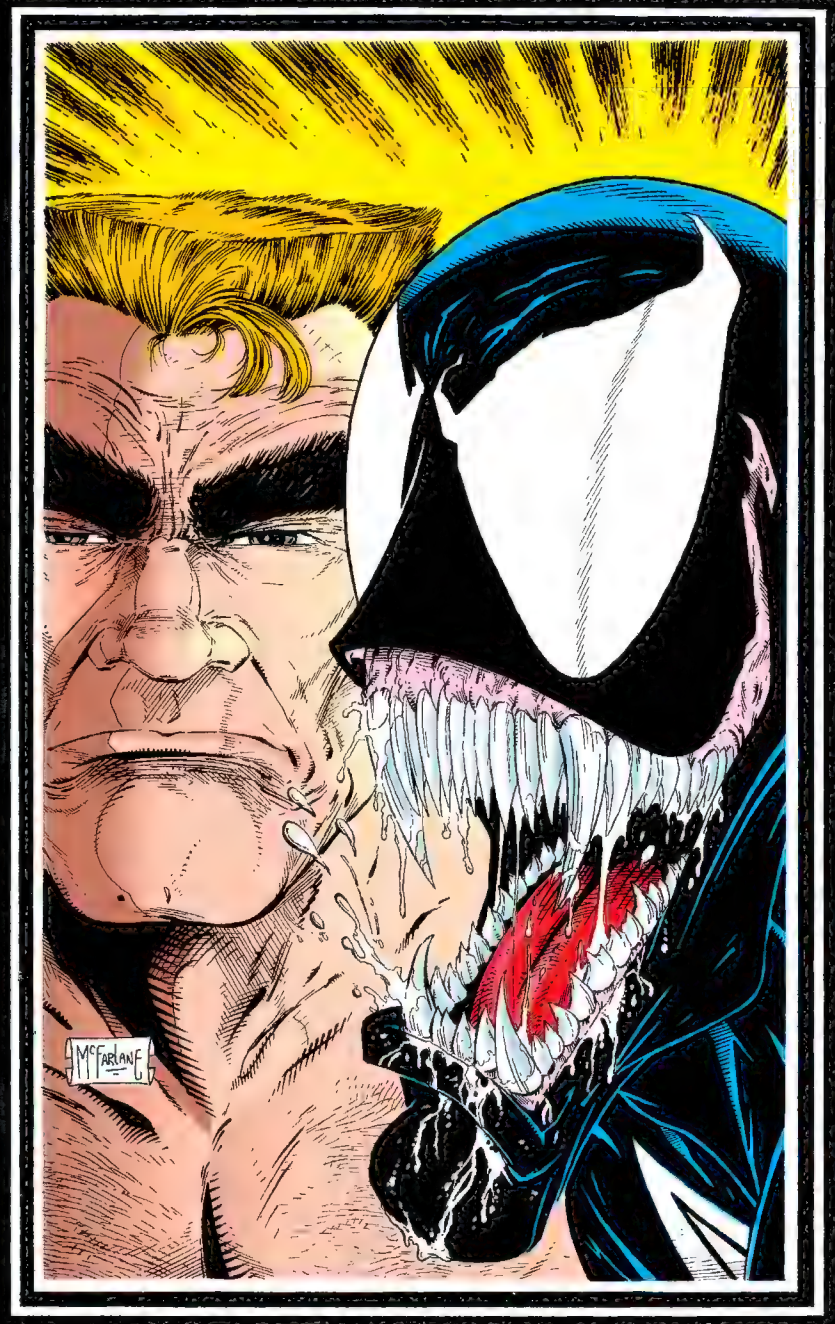
MARVEL TALES #266 REPRINTED *AMAZING SPIDER-MAN #252*, THE FIRST APPEARANCE OF THE ALIEN COSTUME — THOUGH CONTRARY TO THE COVER, IT WAS NOT DEPICTED AS A LIVING BEING IN THAT ISSUE. COVER BY RON LIM & LARRY MAHLSTEDT

MARVEL TALES #272 REPRINTED *AMAZING SPIDER-MAN #258*. COVER BY RON LIM & TERRY AUSTIN

THE SAGA OF THE ALIEN COSTUME CONTINUES!



The alien costume is back—and it hungers for revenge! Spider-Man's sentient substitute costume has done to bitter Daily Globe reporter Eddie Brock what it always wanted to do to the web-spinner—possess him completely! The alien costume and Eddie Brock have become one! And their common goal is to kill the Amazing Spider-Man!

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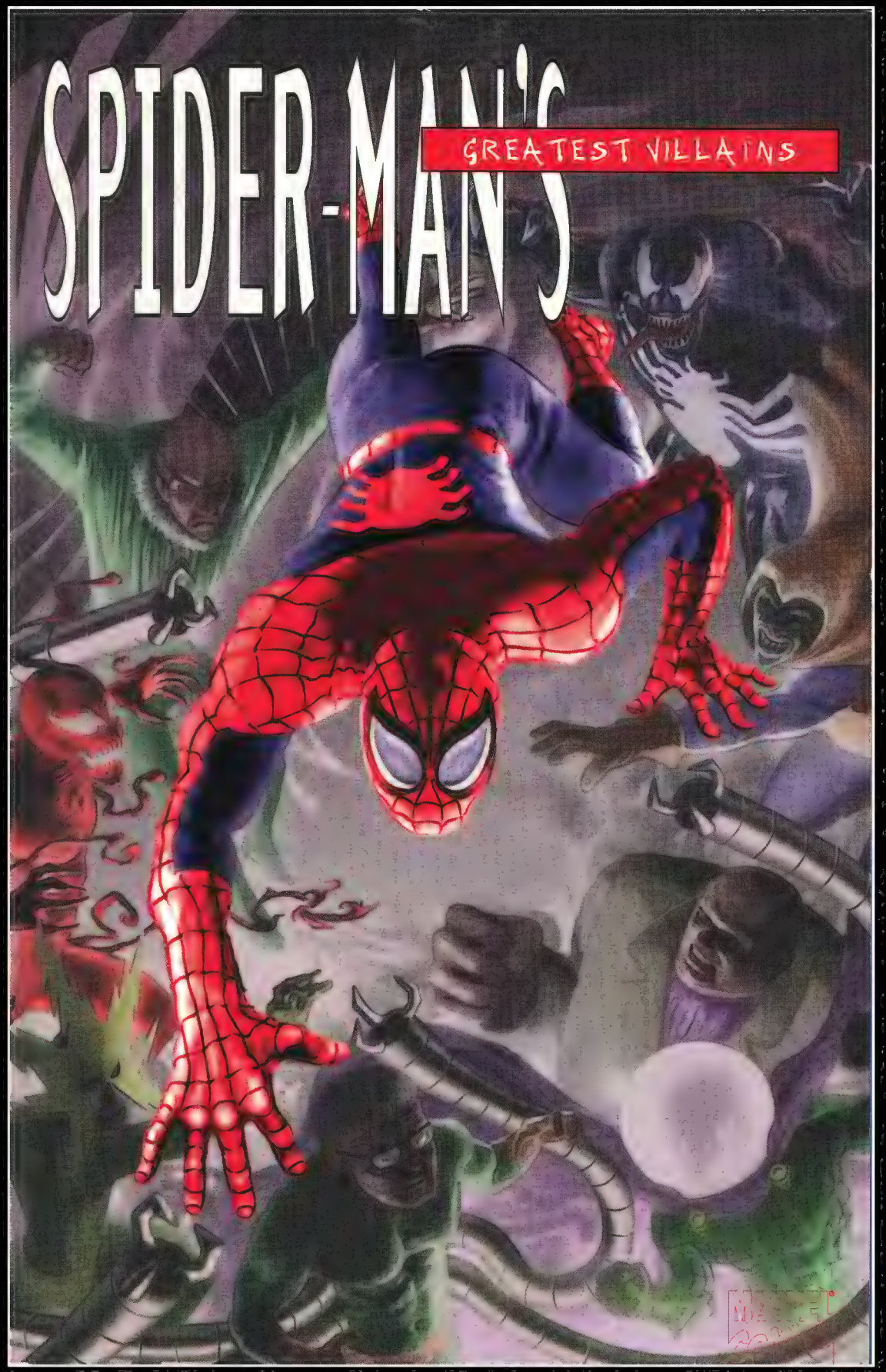
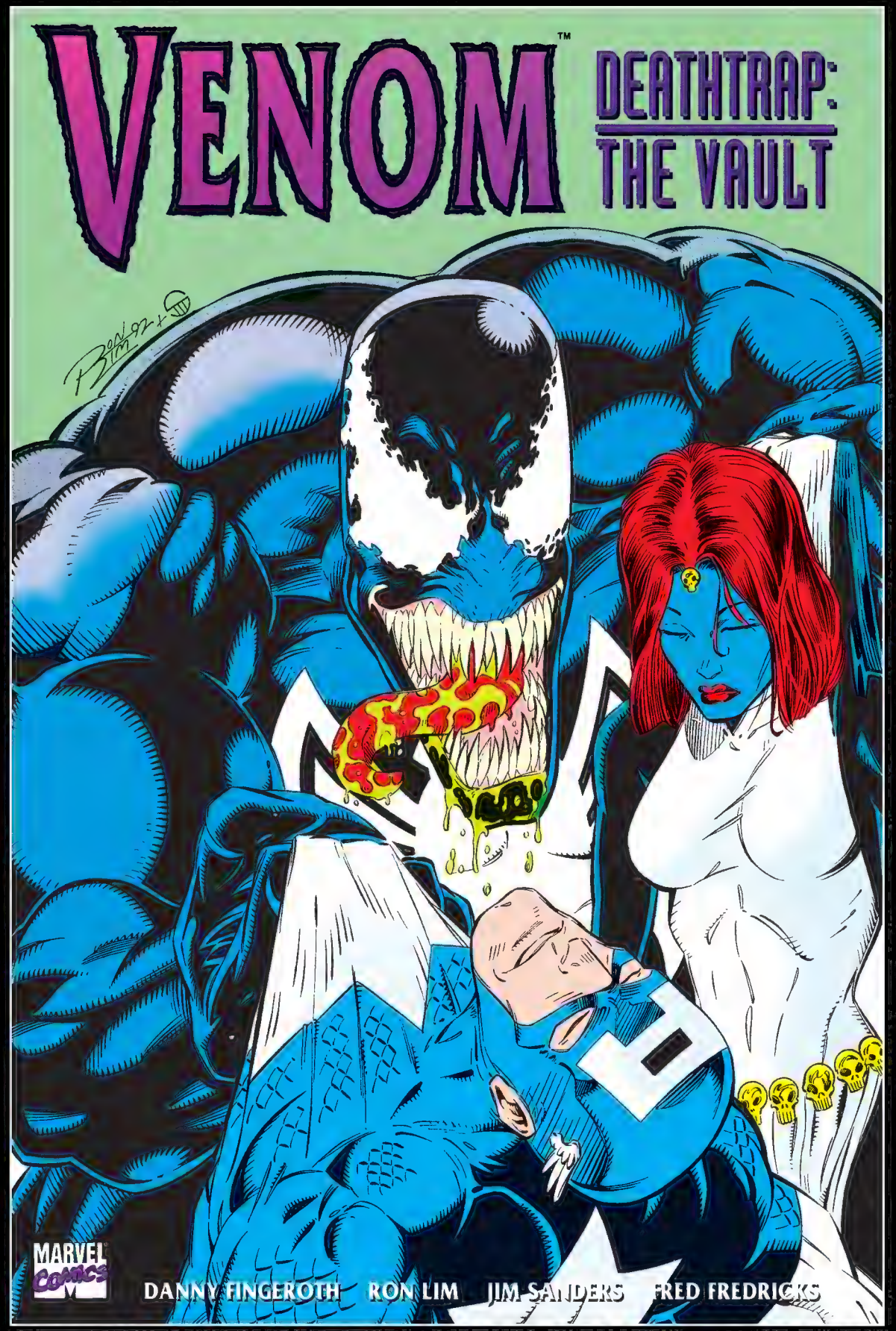
SPIDER-MAN VS. VENOM TPB (1990) COLLECTED *AMAZING SPIDER-MAN #300* AND *#315-317*.
BACK AND FRONT COVER BY TODD McFARLANE

SPIDER-MAN VS. VENOM TPB (1998 PRINTING), FEATURING A DIGITALLY RECOLORED COVER



SPIDER-MAN'S GREATEST VILLAINS TPB (1995) INCLUDED *AMAZING SPIDER-MAN #316*. COVER BY BRADLEY PETER PARKER

THE VERY BEST OF SPIDER-MAN TPB (1994) INCLUDED *AMAZING SPIDER-MAN #317*. COVER BY STEVE LIGHTLE



VENOM — DEATHTRAP: THE VAULT (1993) REPRINTED THE *AVENGERS: DEATH TRAP, THE VAULT GN*.
COVER BY RON LIM & JIM SANDERS III

SPIDER-MAN: VENOM RETURNS TPB (1994) COLLECTED *AMAZING SPIDER-MAN #332-333* AND *#346-347.*
COVER BY MARK BAGLEY & AL MILGROM

SPIDER-MAN: THE COMPLETE ALIEN COSTUME SAGA BOOK 1 TPB BACK COVER BY
RON FRENZ, JOSEF RUBINSTEIN & THOMAS MASON

AMAZING SPIDER-MAN BY DAVID MICHELINIE & TODD McFARLANE OMNIBUS HC COVER BY
TODD McFARLANE & AVALON'S DAN KEMP

AMAZING SPIDER-MAN BY DAVID MICHELINIE & TODD McFARLANE OMNIBUS HC VARIANT COVER BY
TODD McFARLANE & AVALON'S DAN KEMP

SPIDER-MAN LEGENDS: TODD McFARLANE VOL. 3 TPB COVER BY TODD McFARLANE

SPIDER-MAN: BIRTH OF VENOM TPB COVER BY TODD McFARLANE & AVALON'S ANDY TROY

SPIDER-MAN: THE VENGEANCE OF VENOM TPB COVER BY ERIK LARSEN, RANDY EMBERLIN & THOMAS MASON

VENOM (2016) #1 REMASTERED VARIANT COVER BY TODD McFARLANE, BOB McLEOD & RICHARD ISANOVE

Venomaniacs rejoice! You've just finished a deep dive into the pulsating past of everybody's favorite slobbering symbiote. Before there was a Venom, there was a costume—or what seemed to be a costume, albeit a unique one. This was in *Marvel Super Heroes Secret Wars #8*, back in 1985, written by then Editor in Chief Jim Shooter. An omnipotent being called the Beyonder had assembled many of the Marvel characters on a planet called Battleworld to fight against one another for an unknown prize. Spider-Man's costume was shredded during the struggle, and an alien machine produced a new one for him: a black costume. It was actually alive, but the web-spinner didn't learn that until *Amazing Spider-Man #258*, which is where this voluminous volume commenced. If you're a true completest, read issues #253–257 by Tom DeFalco and Ron Frenz, which have Spidey swinging around town wearing his brand-new ebony attire—which does look rather spiffy—with no notion that it's actually alive. Peter Parker does notice that his new outfit possesses some strange properties though, including responding to his thoughts and transforming its outward appearance. Peter's rejection of the costume sets things up nicely for the double-sized *Amazing Spider-Man #300* and the entrance of Eddie Brock, David Michelinie and Todd McFarlane's masterstroke. It was in this landmark issue that an extraordinary addition to Spider-Man's rogues' gallery debuted: Venom.

One of the things you've no doubt noticed about our slimy symbiote is that, as terrifying as he is, Venom loathes harming innocents. (Of course, he decides who's innocent and who isn't.) Although, if necessary, he will eliminate an innocent as he does in the opening of *Amazing Spider-Man #315* making his escape from the maximum security prison the Vault. This separates him from the web-spinner's other fabulous felons who'd think nothing of taking out any civilian who got in the way of their nefarious schemes. Something even more striking though is the intensely personal connection between Brock and Peter Parker that truly defines the enmity between Venom and Spidey. Aside from the Green Goblin, most of the other evildoers making up Spider-Man's enemies list are unaware of his secret identity. Brock despises Parker as does the symbiote, so there's a deeper connection that binds these two men than is normal in a super hero/super villain scenario. In the present day, 2020, Venom has long since outgrown his Spider-Man roots and become a superstar in his own right with countless comics devoted to his solo exploits. That's one reason this Epic Collection is so important, because it's allowed you Venomaniacs to reconnect with Venom's original reason for being. The Parker/Brock dynamic is what animates most of the tales herein.

Beyond that, there's Brock/Venom making contact with other members of the cast, such as Mary Jane in *Amazing Spider-Man #300*, Felicia Hardy in #316 and Aunt May in #317, causing unbelievable anxiety for Parker. However, Brock/Venom's primary interest is in Spider-Man. Eddie is so intent on making a meal of sliced Spider-Man for himself that he even says that if Spidey's secret identity was known, "there'd be too much competition for your scalp." What a thoughtful guy. The resolution to issue #317 was ingenious as Parker forces the symbiote to choose between re-bonding with him or staying with Brock, with the ensuing pain of almost-separation rendering Brock unconscious. Naturally, in *Amazing Spider-Man #347*, Venom gets his wish for a final confrontation with the web-slinger literally on a desert island with no one around to interfere with the combatants. I've long believed that the ending to that issue could have been the capper to the Spidey/Venom conflict with Eddie Brock remaining on the island, satisfied in the belief that he had killed our hero.

Such was not to be. David Michelinie had much more to say about his alien co-creation, as did other talented scripters, such as Danny Fingeroth in *Darkhawk #13-14*. As I'm sure you noticed, Danny played up the "softer" side of Venom as the symbiote realizes Darkhawk is an innocent and thus fakes his own death so that Darkhawk will leave the island. It is ironic that sneaky Spidey pulled the same stunt in *Amazing Spider-Man #347* to get the relentless Venom off his case. Nicely done, Danny. The erudite Mr. Fingeroth had a long association with the venomous one, having edited many of his appearances, written the aforementioned *Darkhawk* issues as well as *Avengers: Deathtrap, the Vault* graphic novel, which we have kindly reprinted for your enjoyment.

What Michelinie and McFarlane brilliantly built into Venom from the start was the rock-solid reason for his all-consuming hatred of our Friendly Neighborhood Spider-Man. The blending of Brock's fury toward Parker for ruining his career as a journalist coupled with the symbiote's anger at Peter for rejecting it gave Venom's singular obsession such deadly potency. As you've read in several of the stories in this Epic Collection, when not in pursuit of his elusive arachnid prey, the salivating symbiote can, occasionally, become a force for justice. How many deadly foes of Spidey can you say that about? For me, the three-part origin story "First Kill" running through three annuals, *Amazing Spider-Man #26*, *Spectacular Spider-Man #12* and *Web of Spider-Man #8* is most revealing. I was struck by Brock's quest for justice forcing him to slip into the Venom persona because his entreaties at the *Globe* and elsewhere failed. This is the key tale in which the symbiote—by asking—bonds with Eddie Brock permanently. It was a seminal moment and one that writer David M handled with great sensitivity. We need to remember there's much more to Venom than those gleaming teeth and a Gene Simmons tongue. Much more.

We can't part without a few words about two of the electrifying illustrators most associated with Venom who gave the swingin' symbiote such unforgettable visual appeal. First and foremost is Venom's co-creator, Todd McFarlane, who cut his artistic eyeteeth on the *Incredible Hulk* series before making an indelible mark on our web-slinging wonder in the late 1980s. His interpretation of Venom is a thing of beauty as he wrings every last ounce of visceral horror out of the symbiote's alien physiology. Likewise, Erik Larsen, who succeeded Todd on *Amazing Spider-Man*, made Venom the stuff of nightmares. Just gazing at the stunning splash page in issue #332 is enough to freeze your blood, right, Believer?

It's a tribute to the meticulous construction of Venom's creation that he is more popular now than ever. Countless specials, big events and limited series he stars in attest to that. Even among a rogues' gallery resplendent with some of the best super-baddies in all Marveldom, he's a standout figure. And his very own movie did big business too. When you consider all that, it's no wonder he wears the biggest grin in comics.

See ya in the funny papers, Venomaniacs.

Ralph Macchio

Ralph Macchio spent over 35 years at Marvel, starting as an assistant editor and later writing Avengers, Thor, *and many others. As editor, he oversaw books across the Marvel line, including shepherding the Ultimate line into existence and editing all of Stephen King's Marvel adaptations.*

When Spider-Man learns that his black costume is secretly an alien symbiote, he rejects the suit — and the spurned creature soon finds a new host! Disgraced reporter Eddie Brock has reasons of his own to hate Spider-Man, and together the two merge into the twisted engine of revenge known as Venom — and a rivalry for the ages begins! Venom has the same powers as Spider-Man — but he's bigger, stronger and doesn't trigger Spider Man's spider-sense. And Venom knows Spidey's secret identity! Against such a dangerous, determined and deadly foe, how far will Spider-Man have to go to survive?

AMAZING SPIDER-MAN #258, #300, #315-317, #332-333 & #346-347; WEB OF SPIDER-MAN #1; AVENGERS: DEATHTRAP — THE VAULT; DARKHAWK #13-14; AND MATERIAL FROM AMAZING SPIDER-MAN #388 & ANNUAL #25-26, WEB OF SPIDER-MAN ANNUAL #7-8 AND SPECTACULAR SPIDER-MAN ANNUAL #12

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